

**N.C. AGGARWAL & CO**  
**CHARTERED ACCOUNTANT**  
 102, Harsha house, Karampura Commercial Comple  
 New Delhi-110 015. Ph: (O) 25920555-556 (R) 2522156  
 E-Mail: [nc.aggarwal@gmail.com](mailto:nc.aggarwal@gmail.com), [nc.a@rediffmail.com](mailto:nc.a@rediffmail.com)

We M/s N.C. Aggarwal & Co. have checked and verified the following financial information from audited financials of the **JITF INFRA LOGISTICS LIMITED** ("the company") for the year ended 31<sup>st</sup> March 2013, 31<sup>st</sup> March, 2014 and 31<sup>st</sup> March, 2015 and from unaudited figures for the QTR ended 30<sup>th</sup> June, 2015 provided by the management (Limited review carried out by us):

(Rs.in crores)

	Latest Financial less than 6 Months(Unaudited)	As per last Audited Financial Year	1 year prior to the last Audited Financial Year	2 years prior to the last Audited Financial Year
	2015 (30th June 2015)	2014-15	2013-14	2012-13
Equity Paid up Capital	0.05	0.05	0.050	0.050
Reserves and surplus(net of accumulated losses)	(0.02)	(0.02)	(0.012)	(0.008)
Net Worth	0.03	0.03	0.038	0.042
Miscellaneous Expenditure	0.005	0.005	0.005	0.005
Secured Loans	-	-	-	-
Unsecured Loans	-	-	-	-
Fixed Assets	-	-	-	-
Income from Operations	-	-	-	-
Total Income	-	-	0.0006	0.003
Total Expenditure	0.0003	0.008	0.005	0.004
Profit before Tax	(0.0003)	(0.008)	(0.004)	(0.0003)
Profit after Tax	(0.0003)	(0.008)	(0.004)	(0.0003)
Cash profit	(0.0003)	(0.008)	(0.004)	(0.0003)
EPS	(0.05)	(1.57)	(0.85)	(0.06)
Book value per share	5.77	5.97	7.54	8.39

This Certificate is issued at the request of the company.

For N.C. Aggarwal & Co.

Chartered Accountants

G.K. Aggarwal

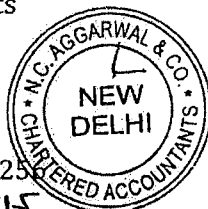
Partner

M.No.086622

C No.: NCP/2015-16/256

Dated: 10 Nov. 2015

Place: New Delhi



# N.C. AGGARWAL & CO.

CHARTERED ACCOUNTANTS

102, Harsha house, Karampura Commercial Complex  
New Delhi-110 015.Ph.(O) 25920555-56(R) 25221561  
E-Mail : nc.aggarwal@gmail.com, nc.a@rediffmail.com.

The Board of Directors,  
JITF INFRALOGISTICS LIMITED  
A-1, UPSIDC Industrial Area,  
Nandgaon Road, Kosi Kalan,  
Uttar Pradesh - 281403

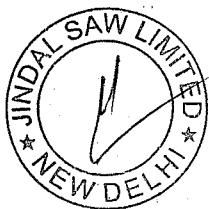
## Limited Review Report-Balance Sheet as at 30<sup>th</sup> June, 2015

We have reviewed the accompanying unaudited Balance Sheet of **JITF INFRALOGISTICS LIMITED** ("the Company") as at 30<sup>th</sup> June, 2015 and the related Statement of Profit and Loss for three months ended on that date annexed thereto (all of which are hereinafter referred to as the "Statement"). The statement is the responsibility of the Company's Management and has been approved by the Board of Directors/~~committee of Board of Directors~~. Our responsibility is to issue a report on these financial statements based on our review.

We conducted our review in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim financial information performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free of material misstatement(s). A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

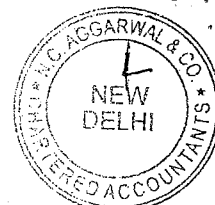
Based on our review conducted as stated above, nothing has come to our attention that causes us to believe that the accompanying statement prepared in accordance with the Accounting Standards issued under the Companies (Accounting Standards) Rules, 2006 which continue to apply as per section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and other recognized accounting practices and policies, has not disclosed the information required to be disclosed, or that it contains any material misstatement.

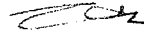
Figures for the corresponding previous period ended 30<sup>th</sup> June, 2014 as required under Accounting Standard 25 on "Interim Financial Reporting" issued by the Institute of Chartered Accountants of India, has not been made and furnished. This report is intended solely for the use of the Company for filing with BSE Limited, National Stock Exchange of India Limited, Securities and Exchange Board of India and any other regulatory authority in connection with the proposed composite scheme of arrangement of the Company and the same should not be used, referred to or distributed for any other purpose, without our prior written consent.



Place: New Delhi  
Dated: 10 Nov 2015

For N.C. Aggarwal & Co.  
Chartered Accountants  
Firm Registration No. 003273N



  
(G.K. Aggarwal)  
Partner  
M.No.086622

**JITF INFRALOGISTICS LIMITED****Balance Sheet as at 30th June, 2015 (Unaudited)**

CIN No.U60231UP2008PLC069245

(Amount in Rs.)

Particulars	Note No	As at 30th June 2015 (Unaudited)	As at 31st March 2015 (Audited)
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholders' Funds</b>			
(a) Share Capital	1	5,00,000	5,00,000
(b) Reserves and Surplus	2	(2,11,575)	(2,01,525)
<b>(2) Current liabilities</b>			
Other current liabilities	3	96,976	1,07,767
<b>Total Equity and Liabilities</b>		<b>3,85,401</b>	<b>4,06,242</b>
<b>II. ASSETS</b>			
<b>(1) Non-current assets</b>			
Other non-current assets	4	49,794	49,794
<b>(2) Current assets</b>			
Cash and Cash Equivalents	5	3,35,607	3,56,448
<b>Total Assets</b>		<b>3,85,401</b>	<b>4,06,242</b>

In terms of our report of even date annexed hereto

For N.C. AGGARWAL & CO.  
Chartered Accountants  
Firm Registration No. 003273N

G.K.AGGARWAL  
Partner  
M.No.086622  
Place: New Delhi

Dated: 10 Jun 2015



For and on behalf of the Board Of Directors of  
JITF Infralogistics Limited

Rakesh Gupta  
Director  
DIN - 07130110

Alok Kumar  
Director  
DIN - 00930344



# JITF INFRALOGISTICS LIMITED

## Statement of Profit and Loss for the period ended 30th June, 2015(Unaudited)

Particulars	Note No.	(Amount in Rs.)	
		For the Period ended 30th June 2015 ( Unaudited)	For the Year ended 31st March 2015 (Audited)
(I) Other income		-	-
<b>Total Revenue</b>		<b>-</b>	<b>-</b>
(II) <b>Expenses:</b>			
Finance Costs	6	27	18
Other Expenses	7	10,023	78,388
<b>Total Expenses</b>		<b>10,050</b>	<b>78,406</b>
(III) Profit/ (Loss) For the year (I-II)		<b>(10,050)</b>	<b>(78,405)</b>
(IV) Earnings per equity share of Face value of Rs.10/- each			
(1) Basic and Diluted		<b>(0.20)</b>	<b>(1.57)</b>

In terms of our report of even date annexed hereto

For N.C. AGGARWAL & CO.  
Chartered Accountants  
Firm Registration No. 003273N

G.K.AGGARWAL  
Partner  
M.No.086622  
Place: New Delhi



Dated: 10 Nov 2015

For and on behalf of the Board Of Directors of  
JITF Infralogistics Limited

Rakesh Gupta  
Director  
DIN - 07130110

Alok Kumar  
Director  
DIN - 00930344



**JITF INFRALOGISTICS LIMITED****Notes forming part of Balance sheet and Statement of Profit and Loss(Unaudited)**

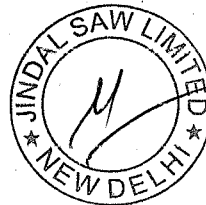
DESCRIPTION	(Amount in Rs.)			
	As at 30th June 2015 (Unaudited)	As at 31st March 2015 (Audited)		
<b>1 SHARE CAPITAL</b>				
(a) <b>AUTHORISED SHARE CAPITAL</b>				
50,000 Equity shares of Rs. 10/- each	5,00,000	5,00,000		
(b) <b>ISSUED, SUBSCRIBED AND PAID UP CAPITAL</b>				
50,000 Equity shares of Rs. 10/- each fully paid up	5,00,000	5,00,000		
(c) <b>RECONCILIATION OF THE NUMBER OF SHARES OUTSTANDING AT THE BEGINNING AND AT THE END OF THE REPORTING YEAR</b>				
Shares outstanding at the beginning of the year	50,000	50,000		
Shares issued during the year	-	-		
Shares outstanding at the end of the year	50,000	50,000		
(d) <b>SHARE OF THE COMPANY HELD BY :-</b>	<b>No of Shares</b>	<b>No of Shares</b>		
Jindal ITF Limited	-	50,000		
Jindal Saw Limited	50,000	-		
(e) <b>SHARES IN THE COMPANY HELD BY EACH SHAREHOLDER HOLDING MORE THAN 5% SHARES ARE AS UNDER:</b>				
Name of the Shareholder	As at 31st March 2015		As at 31st March 2014	
	No. of Shares Held	% of Holding	No. of Shares Held	% of Holding
Jindal ITF Limited*	-	0%	50,000	100%
Jindal Saw Limited*	50,000	100%	-	0%
* Including 700 Shares held by Person/Companies as nominee of Jindal Saw Ltd (Previous year 700 held by Person/Companies as nominee of Jindal ITF Ltd.)				
(f) <b>Terms/Rights attached to Equity Shares</b>				
The Company has only one class of equity shares having a par value of Rs.10/- per equity share. Each equity shareholder is entitled to one vote per share.				
<b>2 RESERVES AND SURPLUS</b>				
<b>PROFIT AND LOSS ACCOUNT</b>				
Profit/(Loss) Brought Forward	(2,01,525)	(1,23,115)		
Add:-Profit/(Loss) for the year	(10,050)	(78,405)		
Closing Balance	(2,11,575)	(2,01,525)		
<b>Total Reserves and Surplus</b>	<b>(2,11,575)</b>	<b>(2,01,525)</b>		
<b>3 OTHER CURRENT LIABILITIES</b>				
Statutory Dues	-	2,950		
Other payable	96,976	1,04,817		
<b>Total Other Current Liabilities</b>	<b>96,976</b>	<b>1,07,767</b>		
<b>4 Other Non Current Assets</b>				
Miscellaneous Expenditure to the extent not written off	49,794	49,794		
<b>Total Other Non Current Assets</b>	<b>49,794</b>	<b>49,794</b>		
<b>5 Cash and Cash Equivalents</b>				
<b>Balances with Banks</b>				
-In Current Accounts	3,31,481	3,51,882		
<b>Cash on Hand</b>	4,126	4,566		
<b>Total Cash and Cash Equivalents</b>	<b>3,35,607</b>	<b>3,56,448</b>		



**JITF INFRA LOGISTICS LIMITED****Notes forming part of Balance sheet and Statement of Profit and Loss(Unaudited)**

(Amount in Rs.)

DESCRIPTION	For the Period ended 30th June 2015 ( Unaudited)	For the Year ended 31st March 2015 (Audited)
<b>7 Finance Costs</b>		
Bank Charges	27	18
<b>Total</b>	<b>27</b>	<b>18</b>
<b>8 Other Expenses</b>		
Legal and Professional	750	31,554
Auditor's Remuneration		
-As Audit Fees	7,500	30,000
Rates and Taxes	1,640	6,152
Advertisement	-	10,657
Miscellaneous Expense	133	25
<b>Total</b>	<b>10,023</b>	<b>78,388</b>



# JITF INFRALOGISTICS LIMITED

(A wholly owned subsidiary of Jindal Saw Limited)

CIN: U60231UP2008PLC069245; E-Mail Id: info.jindalif@jindalif.com

## Notice

The Company gives notice that 8<sup>th</sup> Annual General Meeting of the Members of the Company will be held on Friday, the 18<sup>th</sup> September, 2015 at 10:00 AM at A-1, UPSIDC Industrial Area, Nandgaon Road, Kosi Kalan, Mathura, Uttar Pradesh-281403 to transact the following business:

### Ordinary Business

1. To receive, consider and adopt the Audited Financial Statements comprising of Balance sheet of the Company for the Financial Year ended on 31<sup>st</sup> March, 2015 and the statement of Profit and Loss Account of the Company for the year ended on that date along with the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Alok Kumar (DIN: 00930344), who retires by rotation and being eligible, offers himself for re-appointment.
3. Appointment of Statutory Auditors

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

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, M/s N.C. Aggarwal & Co. Chartered Accountants, (FRN No. 003273N) the retiring Auditors of the Company, be and is hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 10<sup>th</sup> AGM of the Company to be held in the year Calendar Year 2017(subject to ratification of their re-appointment at every AGM), to examine and audit the accounts of the Company, on such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditors plus reimbursement of service tax, travelling and out-of pocket expenses."

### AS SPECIAL BUSINESS:

#### 4. Appointment of Mr. Rakesh Gupta (Din: 07130110) as Director.

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

"RESOLVED THAT Mr. Rakesh Gupta (holding DIN No.: 07130110) who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

Place: New Delhi  
Dated: 18.08.2015

**Regd. Office:**  
A-1, UPSIDC Industrial Area,  
Nandgaon Road,  
Kosi Kalan, Mathura  
Uttar Pradesh-281403  
**CIN No.:**  
U60231UP2008PLC069245  
**Email Id:**  
Info.Jindalif@jindalif.com

BY ORDER OF THE BOARD  
FOR JITF INFRALOGISTICS LIMITED

*Alok Kumar*

ALOK KUMAR \*  
DIRECTOR  
Din: 00930344

ADDRESS: B-49, KIRAN GARDEN,  
NEW DELHI, 110059

# JITF INFRALOGISTICS LIMITED

(A wholly owned subsidiary of Jindal Saw Limited)

CIN: U60231UP2008PLC069245; E-Mail Id: info.jindalitf@jindalitf.com

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## NOTES:

1. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. Proxy in order to be effective must be received by the Company not less than 48 hours before the meeting.
2. Explanatory Statement under Section 102 of the Companies Act, 2013 relating to Special Business to be transacted at the meetings annexed hereto.
3. For the convenience of members the route map of the venue of the meeting is depicted at the end of the Notice.

# JITF INFRALOGISTICS LIMITED

(A wholly owned subsidiary of Jindal Saw Limited)

CIN: U60231UP2008PLC069245; E-Mail Id: info.jindalitif@jindalitif.com

## EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

### ITEM NO. 4:

The Board of Directors in the meeting held on 30<sup>th</sup> March, 2015 appointed Mr. Rakesh Gupta (holding DIN No.: 07130110) as an Additional Director of the Company pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company. In terms of the provision of said section, Mr. Rakesh Gupta would hold office up to the date of ensuing Annual General Meeting. The Company has received a notice in writing from a member along with deposit of requisite amount under section 160 of the Companies Act, 2013 proposing the candidature of Mr. Rakesh Gupta for the office of Director of the Company. He is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director.

Mr. Rakesh Gupta, aged about 43 years is son of Shri Kashmiri Lal Gupta. He is the Chief Financial Officer of the Company i.e. Jindal ITF Limited w.e.f. 11.08.2014 and Director in many of the Group Companies. He has the Professional Membership from the Institute of Chartered Accountant of India and enriched with an experience of more than 15 years in Financial & Account and Commercial activities. He has been appointed on non remuneration basis and does not hold any shares of the Company. He does not have any relationship with other directors or other Key Managerial Personnel of the Company. He is currently holding the Directorship of JITF Infralogistics Limited.

None of the other Director or Key Managerial Personnel/their relatives are in any way concerned or interested, financially or otherwise in the resolution Personnel except Mr. Rakesh Gupta (holding DIN No.: 07130110) himself is concerned or interested in the Resolution.

The above proposal is in the interest of the Company and the Directors recommend the Resolutions at Item No. 4 of the Notice for approval by the shareholders as an Ordinary Resolution.

Place: New Delhi  
Dated: 18.08.2015

### Regd. Office:

A-1, UPSIDC Industrial Area,  
Nandgaon Road,  
Kosi Kalan, Mathura  
Uttar Pradesh-281403

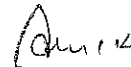
### CIN No.:

U60231UP2008PLC069245

### Email Id:

info.jindalitif@jindalitif.com

BY ORDER OF THE BOARD  
FOR JITF INFRALOGISTICS LIMITED



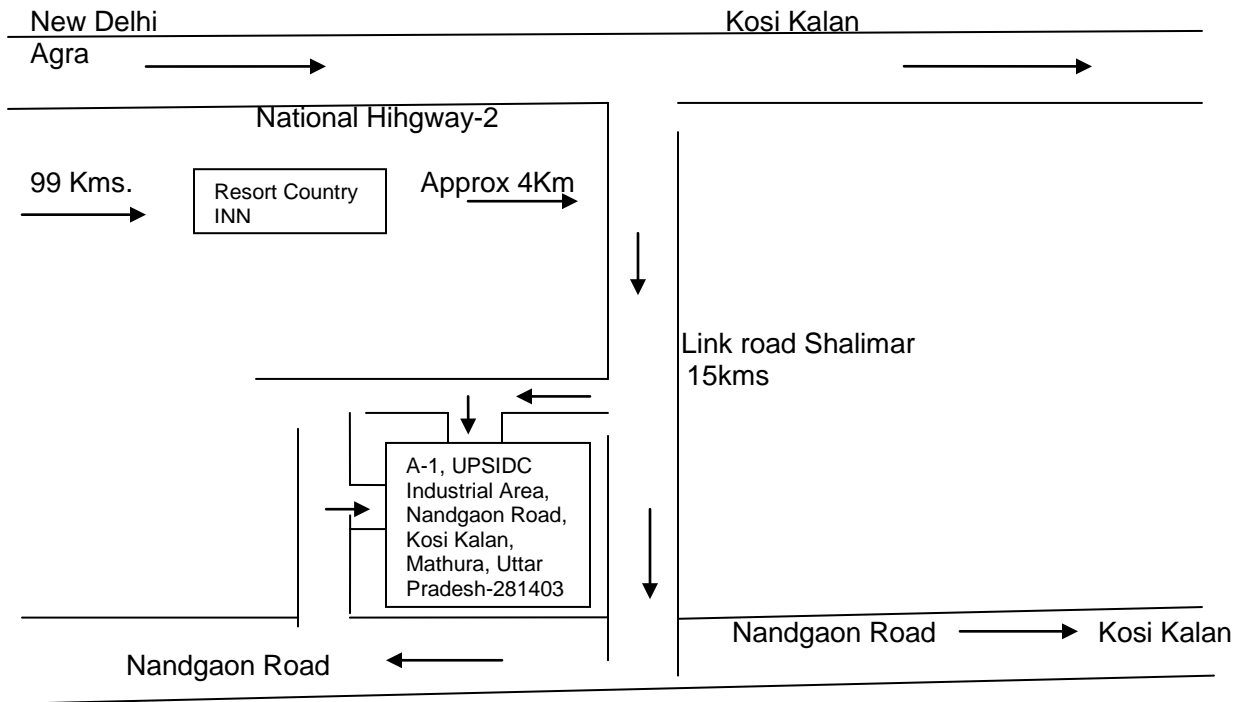
ALOK KUMAR  
DIRECTOR

Din: 00930344

ADDRESS: B-49, KIRAN GARDEN,  
NEW DELHI, 110059



# Route map to the venue of the meeting



## JITF INFRA LOGISTICS LIMITED

### DIRECTORS' REPORT

Dear Shareholders,

Your Directors have pleasure in presenting the 8<sup>th</sup> Annual Report of the Company together with the Audited Statement of Accounts for the period ended on 31<sup>st</sup> March, 2015.

#### Financial Highlights

<b>Particulars</b>	<b>Current Year (Rs.)</b>	<b>Previous Year (Rs.)</b>
Paid up Capital	5,00,000	5,00,000
Share application money pending allocation	-	-
Reserve and Surplus	(2,01,525)	(1,23,119)
Current Assets	3,56,448	3,87,761
Current Liabilities	1,07,767	60,674
Profit/Loss Before Tax	(78,406)	(42,677)
Earning per share	(1.57)	(0.85)

#### Dividend

No dividend is being declared or paid during the financial year under review.

#### Deposits

The Company has not accepted any Deposits within the meaning of Section 73 of the Companies Act, 2013 and the Rules made there under.

#### Reserves

Your Company has not recommended transferring any amount to reserves for the Financial Year 2014-15.

#### Extract of the Annual Return in Form MGT – 9

The extracts of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 is furnished in **Annexure 1** and is attached to this Report.

## **Directors Responsibility Statement**

Pursuant to Section 134(3)(c) read with Section 134(5) of the Companies Act, 2013, for the Financial Year 2014-15, your Directors report as under:-

- (i) that in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures (if any);
- (ii) that the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the company for that period;
- (iii) that the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (iv) that the directors had prepared the annual accounts on a going concern basis; and
- (v) 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.

## **Directors**

### **I. Retirement by Rotation**

In terms of provisions of section 152 of the Companies Act, 2013, Mr. Alok Kumar (DIN: 00930344) shall retire by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment. Your directors recommend their reappointment at the ensuing Annual General Meeting.

### **II. Appointment**

Mr. Rakesh Gupta (holding DIN: 07130110) was inducted as an Additional Directors on 30<sup>th</sup> March, 2015 and holds office upto ensuing annual general meeting of the Company. The Company has received notice from a member pursuant to Section 160 of the Companies Act, 2013, signifying his intention to propose the candidature of Mr. Rakesh Gupta for the directorship.

### **III. Cessation**

During the period, Ms. Sminu Jindal (holding DIN: 00005317) resigned from the Directorship of the Company w.e.f. 30<sup>th</sup> March, 2015.

### **Number of Board Meetings**

During the year 05 Board meeting were held.

During the financial year 1/4/2014 to 31/03/2015 following Meetings were held:-

<b>Date of Meetings</b>	<b>Director's present</b>
12.05.2014	1. Mr. Alok Kumar 2. Mr. Deepak Goyal
05.08.2014	1. Mr. Alok Kumar 2. Mr. Deepak Goyal
12.12.2014	1. Ms. Sminu Jindal 2. Mr. Alok Kumar 3. Mr. Deepak Goyal
23.01.2015	1. Mr. Alok Kumar 2. Mr. Deepak Goyal
30.03.2015	1. Mr. Alok Kumar 2. Mr. Deepak Goyal 3. Mr. Rakesh Gupta

The attendance of each of the Directors during the year is as follows:-

<b>S.No.</b>	<b>Name of Directors</b>	<b>No. of Board Meetings attended</b>
1.	Ms. Sminu Jindal	1
2.	Mr. Alok Kumar	5
3.	Mr. Deepak Goyal	5
4.	Mr. Rakesh Gupta	1

Resolutions passed by circulation during the year were duly noted at the meeting of the Board of Directors. Your Board of Directors meets as and when necessary for the proper functioning of the Company.

### **Statutory Auditors**

M/s. N.C. Aggarwal & Company, Chartered Accountants, (ICAI Firm Registration No. 003273N) the Statutory Auditors of the Company was appointed to hold office till the conclusion of the 8<sup>th</sup> Annual General Meeting. Their continued appointment is subject to ratification of the shareholders in the ensuing AGM in terms of Section 139 of the Companies Act, 2013.

M/s N.C. Aggarwal & Company have expressed their willingness continue in office and has furnished a certificate of their eligibility and consent under Section 141 of the Companies Act, 2013 and the rules framed there under.

The Auditors' Report to the shareholders for the year under review does not contain any qualification or adverse remark.

The Board considers the continuation of M/s. N.C. Aggarwal & Company in office in the larger interest of the Company and therefore, recommends approval of resolution for ratification of their continuation in office for F.Y. 2015-16.

**Material changes and commitments, if any, affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report**

**I. Shifting of Registered Office Address from one state to another**

During the period under review, your Company has shifted its Registered Office address from NCT of Delhi, i.e. from Jindal ITF Centre, 28, Shivaji Marg, New Delhi-110015 to the State of Uttar Pradesh, i.e. at A - 1, UPSIDC Industrial Area, Nandgaon Road, Kosi Kalan, District Mathura (U.P.) – 281403 w.e.f. 02<sup>nd</sup> March, 2015.

**II. Change in Management of the Company**

During the Year, your Company transfers its entire shares from Jindal ITF Limited to Jindal Saw Limited making the Company wholly owned subsidiary of Jindal Saw Limited w.e.f. 23<sup>rd</sup> January, 2015.

**Details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future**

There is/are no such order by any regulators or courts or tribunals impacting the going concern status and company's operations in future which effect going concern basis of the company

**Details in respect of adequacy of internal financial controls with reference to the Financial Statements.**

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

Board of directors, management, and other personnel, designed to provide reasonable assurance regarding the achievement of objectives relating to operations, reporting, and compliance etc .

**Particulars of Employees**

The Company has not employed any individual whose remuneration falls within the purview of the limits prescribed under the provisions of Section 197 of the Companies Act, 2013, read with Rule 5(2) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

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

As required under Section 134(3)(m) of the Companies Act, 2013, read with Clause 8(3) of The Companies (Accounts) Rule, 2014, information relating to conservation of energy, technology absorption and foreign exchange earning and outgo.


The Company is conscious of the need to keep all the cost elements at the barest minimum level including the energy cost. It is also aware of the responsibility to conserve energy in an overall energy shortage situation.

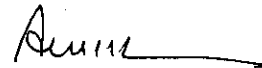
There is no foreign exchange earnings and outgo during the financial year ended 31<sup>st</sup> March 2015.

**Acknowledgement**

Your Directors place on record their gratitude to the Shareholders, Bankers and other stakeholders for the assistance, co-operation and encouragement they extended to the Company.

**On behalf of the Board of Directors  
JITF Infralogistics Limited**

  
.....  
**Rakesh Gupta**  
**Director**  
**(DIN No: 07130110)**  
**Address: J-21, Gangaram**  
**Vatika, Tilak Nagar, New**  
**Delhi, 110018**

  
.....  
**Alok Kumar**  
**Director**  
**(DIN No: 00930344)**  
**Address: B- 49,**  
**Kiran Garden,**  
**New Delhi- 110059**

**Place: New Delhi**  
**Dated: 18.08.2015**

## Form No. MGT-9

**EXTRACT OF ANNUAL RETURN**

as on the financial year ended on 2014-2015

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

**I. REGISTRATION AND OTHER DETAILS:**

i.	<b>CIN</b>	U60231UP2008PLC069245
ii.	<b>Registration Date</b>	03.01.2008
iii.	<b>Name of the Company</b>	JITF Infralogistics Limited
iv.	<b>Category / Sub-Category of the Company</b>	Company having Share Capital
v.	<b>Address of the Registered office and contact details</b>	A-1, UPSIDC Industrial Area, Nandgaon Road, Kosi Kalan, Distt. Mathura, Uttar Pradesh – 281403.  Mr. Alok Kumar, Authorised Signatory  Contact No. 011-66463983/84
vi.	<b>Whether listed company Yes / No</b>	NO
vii.	<b>Name, Address and Contact details of Registrar and Transfer Agent, if any</b>	Not Applicable

**I. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

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

Sl. NO	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1.	To make arrangement and to establish, develop handle, own operate, organize, manage, run. charter, conduct, and to act as transporters including storage, handling and transportation of food grain and other agri commodities in bulk.	4923	100

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES –**

Sl,NO	NAME OF THE COMPANY	ADDRESS	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% of shares Held	Applicable Section
1	Jindal Saw Limited	A-1, UPSIDC Industrial Area, Nandgaon Road ,Kosi Kalan, Distt. Mathura, Uttar Pradesh – 281403.	L27104UP1984P LC023979	Holding	100	2(46)

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

##### i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) INDIAN</b>									
a) Individual/HUF	--	400	400	0.8		400	400	0.8	<b>Nil</b>
b) Central Govt	--	--	--	--	--	--	--	--	
c) State Govt (s)	--	--	--	--	--	--	--	--	
d) Bodies Corp		49600	49600	99.2		49600	49600	99.2	
e) Banks / FI	--	--	--	--	--	--	--	--	
f) Any Other	--	--	--	--	--	--	--	--	
<b>Sub-total (A) (1):-</b>	--	--	--	--	--	--	--	--	
<b>(2) Foreign</b>	--	--	--	--	--	--	--	--	
a) NRIs -	--	--	--	--	--	--	--	--	
Individuals	--	--	--	--	--	--	--	--	
b) Other – Individuals	--	--	--	--	--	--	--	--	
c) Bodies Corp.	--	--	--	--	--	--	--	--	
d) Banks / FI	--	--	--	--	--	--	--	--	
e) Any Other....	--	--	--	--	--	--	--	--	
<b>Sub-total (A) (2):-</b>	--	--	--	--	--	--	--	--	
<b>Total shareholding of Promoter (A)= (A)(1)+(A)(2)</b>	--	50000	50000	100%		50000	100%	50000	<b>Nil</b>

<b>B. Public Shareholding</b>	--	--	--	--	--	--	--	--	
<b>1. Institutions</b>	--	--	--	--	--	--	--	--	
a) Mutual Funds									
b) Banks / FI	--	--	--	--	--	--	--	--	
c) Central Govt	--	--	--	--	--	--	--	--	
d) State Govt(s)	--	--	--	--	--	--	--	--	
e) Venture Capital Funds	--	--	--	--	--	--	--	--	
f) Insurance Companies	--	--	--	--	--	--	--	--	
g) FIIs	--	--	--	--	--	--	--	--	
h) Foreign Venture Capital Funds	--	--	--	--	--	--	--	--	
i) Others (specify)	--	--	--	--	--	--	--	--	
<b>Sub-total (B)(1):-</b>	--	--	--	--	--	--	--	--	
<b>2. Non-Institutions</b>	--	--	--	--	--	--	--	--	
a) Bodies Corp.									
i) Indian	--	--	--	--	--	--	--	--	
ii) Overseas	--	--	--	--	--	--	--	--	
b) Individuals	--	--	--	--	--	--	--	--	
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	--	--	--	--	--	--	--	--	
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	--	--	--	--	--	--	--	--	
c) Others (specify)	--	--	--	--	--	--	--	--	
<b>Sub-total (B)(2):-</b>	--	--	--	--	--	--	--	--	
<b>Total Public Shareholding (B)=(B)(1)+B)(2)</b>	--	--	--	--	--	--	--	--	
C. Shares held by Custodian for GDRs & ADRs	--	--	--	--	--	--	--	--	
<b>Grand Total</b>		50000	50000	100		50000	50000	100	

(A+B+C)									
---------	--	--	--	--	--	--	--	--	--

(ii) Shareholding of Promoters

S.I.N O	SHAREHOLDER'S NAME	Shareholding at the beginning of the year			Share holding at the end of the year			
		No. of Shares	% of total Shares of the compa ny	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	% change in share holding during the year
1.	M/s Manjula Finances Ltd*	100	0.01%	Nil	100	0.01%	Nil	Nil
2.	M/s Renuka Financial Services Ltd*	100	0.01%		100	0.01%		
3.	M/s Goswamis Credits & Investment Ltd.*	100	0.01%		100	0.01%		
4.	Ms.Sminu Jindal*	100	0.01%		100	0.01%		
5.	Mr.Indresh Batra*	100	0.01%		100	0.01%		
6.	Mr. Deepak Goyal*	200	0.01		--	--		
7.	Mr. Ranjeet Malik*	--	--		200	0.01		
8.	M/s Jindal ITF Ltd	49300	99.99%		--	--		
9.	M/s Jindal Saw Ltd	--	--		49300	99.99%		
		<b>50000</b>	100%		<b>50000</b>	100%	Nil	Nil

\* As nominees of Jindal Saw Limited

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

S.I.N O		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	49300 Shares were held by Jindal ITF Limited	99.99%	--	--
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease(e.g. allotment/ transfer/	Entire Shareholding of Jindal ITF Limited has been transferred to Jindal Saw Limited			

	bonus/sweat equity etc):				
	AT THE END OF THE YEAR	--	--	49300 Shares were held by Jindal Saw Limited	99.99%

**(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):**

Sl.NO	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year				
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease(e.g. allotment/ transfer/ bonus/sweat equity etc)				
	At the End of the year ( or on the date of separation, if separated during the year)				

**(v) Shareholding of Directors and Key Managerial Personnel:**

Sl . NO	For Each of the Directors and KMP	Name of KMP and Directors	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
2.	At the beginning of the year	Ms. Sminu Jindal	100	0.01%	100	0.01%
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease(e.g. allotment/ transfer/ bonus/sweat equity etc)					
	At the end of the year		100	0.01%	100	0.01%

\* held as nominees of Jindal Saw Limited

**V. INDEBTEDNESS**

The Company has not availed any loan during the year and is a debt free Company

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager: Company doesn't have any Managing Director, Whole- Time Director and /or Manager for this year.

Sl. NO	Particulars of Remuneration	Name of MD/WTD/ Manager	Total amount
	Total (A)	.....	.....

B. Remuneration to other directors: Directors of the Company are on non- remuneration basis.

Sl. NO	Particulars of Remuneration	Name of Directors			Total Amount
		Ms. Sminu Jindal	Mr. Deepak Goyal	Mr. Alok Kumar	
	1. Executive Directors <ul style="list-style-type: none"> <li>Fee for attending board Meeting</li> <li>Fees for attending Committee meetings</li> <li>Commission</li> <li>Others, please specify</li> </ul>	.....	.....	.....	.....
	<b>Total (1)</b>				
	2. Other Non-Executive Directors <ul style="list-style-type: none"> <li>Fee for attending board / committee meetings</li> <li>Commission</li> <li>Others, please specify</li> </ul>	.....			.....
	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

The Company is not covered under Section 203 therefore not applicable

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

There were no penalty/punishment/ Compounding of offences for year ending 2014-2015

**INDEPENDENT AUDITORS' REPORT****To****The Members of JITF INFRALOGISTICS LIMITED****Report on the Financial Statements**

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

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

The Company's Board of Directors is responsible for the matters 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.

**Auditors' 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, 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 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 31 March 2015 and its loss and its cash flows for the year ended on that date.

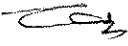
**Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 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 the 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 sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
  - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
  - (e) On the basis of the written representations received from the directors as on 31<sup>st</sup> March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
  - (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company does not have any pending litigations as on 31<sup>st</sup> March, 2015.
    - 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 amount payable which is required to be transferred by the company to the Investor Education and Protection Fund.

For N.C. Aggarwal & Co.  
Chartered Accountants  
Firm Registration No. 003273N

  
G. K. Aggarwal  
Partner  
Membership No.08662



Date: 6<sup>th</sup> May, 2015  
Place: New Delhi

**ANNEXURE TO INDEPENDENT AUDITORS' REPORT**

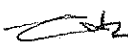
(Annexure referred to in our report of even date to the members of **JITF INFRALOGISTICS LIMITED** on the accounts for the year ended 31st March 2015)

1. The Company, during the year, does not own any fixed assets. Accordingly, para (i) of the Order related to fixed assets is not applicable.
2. (a) The Company does not hold any inventories of finished goods, stores, spare parts and raw materials. Accordingly, the provision of Para (ii) (b) & (c) of the Companies (Auditor's Report) Order, 2015 are not applicable to the company.
3. According to the information and the explanations given to us, the company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act 2013. Accordingly, the provisions of clause 3(iii) (a) and (b) of the order are not applicable to the company and hence not commented upon.
4. There are no purchase of fixed assets, inventories and sale of services during the year. Accordingly, paragraph (iv) of the Order is not applicable.
5. According to the information given to us, the Company has not accepted any deposits from the public in accordance with the provisions of section 73 to 76 of the Act and rules framed there under.
6. To the best of our knowledge and as explained, the maintenance of cost records as specified by the Central Government under sub-section (l) of section 148 of the Companies Act, 2013 is 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 records of the Company, undisputed statutory dues of income tax as applicable to the Company have been regularly deposited with the appropriate authorities and there are no undisputed dues of income tax outstanding as at 31<sup>st</sup> March, 2015 for a period of more than six months from the date they became payable. To the best of our knowledge and as explained, the Company does not have any other statutory dues i.e. provident fund, employees' state insurance, sales-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess as mentioned in para (vii) (a) of the Order.  
  
(b) According to the information and explanations given to us, there are no material dues in respect of income tax which have not been deposited with the appropriate authorities on account of any dispute. To the best of our knowledge and as explained, the Company does not have any other statutory dues i.e. sales-tax, wealth tax, service tax, duty of customs, duty of excise and value added tax as mentioned in para (vii) (b) of the Order.



- (c) There is no amount payable towards investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made there under. Hence, clause 3(vii) (c) of the Companies (Auditor's Report) Order, 2015 is not applicable to the company.
8. The Company's accumulated losses at the year end, i.e. as at March 31, 2015 is not more than fifty per cent of its net worth. The Company has incurred cash loss during the current financial year and in the immediately preceding financial year.
9. According to the records of the Company examined by us and the information and explanations given to us, the Company has not taken loans from banks and financial institutions or issued any debentures. Therefore, Para (ix) of the Order with respect to default of repayment is not applicable to the Company.
10. According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.
11. According to the information and explanation furnished to us, the Company has not taken any term loan. Therefore, Para (xi) of the Order with respect utilization of loan proceeds is not applicable to the Company.
12. During the course of our examination of the books and records of the Company, and according to the information and explanations given to us by the management, we report that no fraud on or by the Company has been noticed or reported during the course of our audit.

For N.C. Aggarwal & Co.  
Chartered Accountants  
Firm Registration No. 003273N

  
G. K. Aggarwal  
Partner  
Membership No. 086622  
Date: 6<sup>th</sup> May, 2015  
Place: New Delhi



**JITF INFRALOGISTICS LIMITED****Balance Sheet as at 31st March, 2015****CIN No.U60231UP2008PLC069245**

(Amount in Rs.)

Particulars	Note No	As at 31st March 2015	As at 31st March 2014
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholders' Funds</b>			
(a) Share Capital	1	500,000	500,000
(b) Reserves and Surplus	2	(201,525)	(123,119)
<b>(2) Current liabilities</b>			
Other current liabilities	3	107,767	60,674
<b>Total Equity and Liabilities</b>		<b>406,242</b>	<b>437,555</b>
<b>II. ASSETS</b>			
<b>(1) Non-current assets</b>			
Other non-current assets	4	49,794	49,794
<b>(2) Current assets</b>			
Cash and Cash Equivalents	5	356,448	387,761
<b>Total Assets</b>		<b>406,242</b>	<b>437,555</b>

**Significant accounting policies and notes to the financial statements** 9

In terms of our report of even date annexed hereto

**For N.C. AGGARWAL & CO.**

Chartered Accountants

Firm Registration No. 003273N

**G.K.AGGARWAL**

Partner

M.No.086622

Place: New Delhi

Dated: 6th May, 2015

For and on behalf of the Board Of Directors of  
JITF Infraclogistics Limited  
Rakesh Gupta

Director

DIN - 07130110

  
Alok Kumar

Director

DIN - 00930344

**JITF INFRALOGISTICS LIMITED****Statement of Profit and Loss for the year ended 31st March, 2015**

Particulars	Note No.	(Amount in Rs.)	
		For the Year ended 31st March 2015	For the Year ended 31st March 2014
(I) Other income	6	-	5,906
<b>Total Revenue</b>		<b>-</b>	<b>5,906</b>
(II) <b>Expenses:</b>			
Finance Costs	7	18	16,060
Other Expenses	8	78,388	32,523
<b>Total Expenses</b>		<b>78,406</b>	<b>48,583</b>
(III) Profit/ (Loss) For the year (I-II)		<b>(78,406)</b>	<b>(42,677)</b>
(IV) Earnings per equity share of Face value of Rs.10/- each			
(1) Basic and Diluted		<b>(1.57)</b>	<b>(0.85)</b>

*Significant accounting policies and notes to the financial statements*

9

In terms of our report of even date annexed hereto

For N.C. AGGARWAL & CO.

Chartered Accountants

Firm Registration No. 003273N

G.K.AGGARWAL

Partner

M.No.086622

Place: New Delhi

Dated: 6th May,2015



For and on behalf of the Board Of Directors of  
JITF Infralogistics Limited

Rakesh Gupta  
Director

DIN - 07130110

Alok Kumar  
Director

DIN - 00930344


JITF Infralogistics Limited  
Cash Flow Statement for the year ended 31st March, 2015

	(Amount in Rs.)	
	For the year ended 31st March, 2015	For the year ended 31st March, 2014
<b>A. CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net Profit/(loss) Before Income taxes	(78,406)	(42,677)
Adjustment for:		
Dividend Received	-	(5,906)
<b>Operating profit before working capital changes</b>	<b>(78,406)</b>	<b>(48,582)</b>
Adjustment for:		
Other Payable	47,093	12,483
<b>Cash earned from operations</b>	<b>(31,313)</b>	<b>(36,099)</b>
<b>Net cash (used in) operating activities</b>	<b>(31,313)</b>	<b>(36,099)</b>
<b>B. CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Dividend Received	-	5,906
(Purchase)/Sale of Investments	-	504,430
<b>Net cash earned from investing activities</b>	<b>-</b>	<b>510,335.28</b>
<b>C. CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Proceeds from/(Repayment of) Share Application Money	-	(2,800,000)
<b>Net cash from financing activities</b>	<b>-</b>	<b>(2,800,000)</b>
<b>Net increase in cash and cash equivalents</b>	<b>(31,313)</b>	<b>(2,325,764)</b>
<b>Cash and cash equivalents (opening balance)</b>	<b>387,761</b>	<b>2,713,525</b>
<b>Cash and cash equivalents (closing balance)</b>	<b>356,448</b>	<b>387,761</b>
	<b>(31,313)</b>	<b>(2,325,764)</b>

Note: Previous Year figures have been regrouped wherever considered necessary.

As per our report of even date

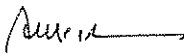
For N.C. Aggarwal & Co.  
Chartered Accountants  
Firm Registration. No: 003273N

  
**G.K. Aggarwal**  
Partner  
Membership No. 086622  
Place: New Delhi  
Dated: 6th May, 2015



For and on behalf of the Board of Directors of  
JITF Infralogistics Limited

  
**Rakesh Gupta**  
Director  
DIN - 07130110

  
**Alok Kumar**  
Director  
DIN - 00930344

**JITF INFRA LOGISTICS LIMITED****Notes forming part of Balance sheet and Statement of Profit and Loss**

(Amount in Rs.)

DESCRIPTION	As at			
	31st March 2015	31st March 2014		
<b>1 SHARE CAPITAL</b>				
<b>(a) AUTHORISED SHARE CAPITAL</b>				
50,000 Equity shares of Rs. 10/- each	5,00,000	5,00,000		
<b>(b) ISSUED, SUBSCRIBED AND PAID UP CAPITAL</b>				
50,000 Equity shares of Rs. 10/- each fully paid up	5,00,000	5,00,000		
<b>(c) RECONCILIATION OF THE NUMBER OF SHARES OUTSTANDING AT THE BEGINNING AND AT THE END OF THE REPORTING YEAR</b>				
Shares outstanding at the beginning of the year	50,000	50,000		
Shares issued during the year	-	-		
Shares outstanding at the end of the year	50,000	50,000		
<b>(d) SHARE OF THE COMPANY HELD BY :-</b>	<b>No of Shares</b>	<b>No of Shares</b>		
Jindal ITF Limited	-	50,000		
Jindal Saw Limited	50,000	-		
<b>(e) SHARES IN THE COMPANY HELD BY EACH SHAREHOLDER HOLDING MORE THAN 5% SHARES ARE AS UNDER:</b>				
Name of the Shareholder	As at 31st March 2015		As at 31st March 2014	
	No. of Shares Held	% of Holding	No. of Shares Held	% of Holding
Jindal ITF Limited*	-	0%	50,000	100%
Jindal Saw Limited*	50,000	100%	-	0%
* Including 700 Shares held by Person/Companies as nominee of Jindal Saw Ltd (Previous year 700 held by Person/Companies as nominee of Jindal ITF Ltd.).				
<b>(f) Terms/Rights attached to Equity Shares</b>				
The Company has only one class of equity shares having a par value of Rs.10/- per equity share. Each equity shareholder is entitled to one vote per share.				
<b>2 RESERVES AND SURPLUS</b>				
<b>PROFIT AND LOSS ACCOUNT</b>				
Profit/(Loss) Brought Forward		(1,23,119)		(80,442)
Add:- Profit/(Loss) for the year		(78,406)		(42,677)
Closing Balance		(2,01,525)		(1,23,119)
<b>Total Reserves and Surplus</b>		(2,01,525)		(1,23,119)
<b>3 OTHER CURRENT LIABILITIES</b>				
Statutory Dues		2,950		3,034
Other payable		1,04,817		57,640
<b>Total Other Current Liabilities</b>		1,07,767		60,674
<b>4 Other Non Current Assets</b>				
Miscellaneous Expenditure to the extent not written off		49,794		49,794
<b>Total Other Non Current Assets</b>		49,794		49,794
<b>5 Cash and Cash Equivalents</b>				
Balances with Banks				
-In Current Accounts		3,51,882		3,79,939
Cash on Hand		4,566		7,822
<b>Total Cash and Cash Equivalents</b>		3,56,448		3,87,761



**JITF INFRALOGISTICS LIMITED****Notes forming part of Balance sheet and Statement of Profit and Loss**

(Amount in Rs.)

<u>DESCRIPTION</u>	<u>For the Year ended 31st March 2015</u>	<u>For the Year ended 31st March 2014</u>
<b>6 Other Income</b>		
Dividend Income on Current Investment	-	5,906
<b>Total</b>	<b>-</b>	<b>5,906</b>
<b>7 Finance Costs</b>		
Bank Charges	18	16,060
<b>Total</b>	<b>18</b>	<b>16,060</b>
<b>8 Other Expenses</b>		
Legal and Professional		
Auditor's Remuneration	31,554	1,500
-As Audit Fees		
Rates and Taxes	30,000	30,337
Advertisement	6,152	686
Miscellaneous Expense	10,657	-
<b>Total</b>	<b>78,388</b>	<b>32,523</b>



**JITF INFRALOGISTICS LIMITED**  
**SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO FINANCIAL STATEMENTS**  
**NOTE:9**

**1. Nature of Operations**

JITF Infralogistics Limited is a Company incorporated on 3<sup>rd</sup> January, 2008 with the main object to carry on the business of logistics in and outside India.

**2. Statement of Significant Accounting Policies**

**(a) Basis of preparation**

These financial statements have been prepared to comply with the Generally Accepted Accounting Principles in India (Indian GAAP), including the accounting standards notified under the relevant provisions of the companies Act, 2013. The financial statements have been prepared on accrual basis and under the historical cost convention.

**(b) Earnings Per Share**

Basic earnings per share are calculated by dividing the net profit or loss for the Year attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the Year. Partly paid equity shares are treated as a fraction of an equity share to the extent that they were entitled to participate in dividends relative to a fully paid equity share during the reporting year.

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

**(c) Miscellaneous Expenditure**

Preliminary Expenses i.e. Initial Share issue expenses will be amortized in five years from the Commencement of Business.

**(d) Taxation**

Current tax provision is computed for income calculated after considering allowances and exemptions under the provisions of the applicable Income Tax Laws.

Deferred tax is accounted at the current rate of tax to the extent of temporary timing differences that originate in one Year and are capable of reversal in one or more subsequent Years. However, no deferred tax asset is created where there is no virtual certainty as to the sufficient future taxable profit.

**(e) Foreign Exchange Transaction**

Foreign currency during the year is recorded at the rate of exchange prevailing at the date of transaction. Monetary assets and liabilities related to foreign currency transactions remaining unsettled are translated at the yearend rate. All exchange differences are dealt with in the Profit and Loss Account

3. No deferred tax asset is created in view of the virtual certainty supported by convincing evidence as to the sufficient future taxable profit.



**JITF INFRA LOGISTICS LIMITED**  
**SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO FINANCIAL STATEMENTS**  
**NOTE:9**

**4. Related Party Transactions(As per AS-18)**

**(A) List of Related Parties & Relationship (As identified by the Management)**

**(a) Holding Company**

Jindal Saw Limited (Direct holding wef 23.01.2015, Indirect Holding upto 22.01.2015)  
Jindal ITF Limited (Direct holding up to 22.01.2015)

**(b) Fellow Subsidiary Companies**

- JITF Water Infrastructure Limited
- JITF Waterways Limited
- JITF Urban Infrastructure Limited
- Jindal Rail Infrastructure Limited
- JITF ESIPL CETP (Sitarganj) Limited (Indirect)
- Timarpur-Okhla Waste Management Company Private Limited (Indirect)
- JITF Water Infra (Naya Raipur) Limited (Indirect)
- JITF Urban Waste Management (Bathinda ) Limited (Indirect)
- JITF Urban Waste Management (Ferozepur ) Limited (Indirect)
- JITF Urban Waste Management (Jalandhar ) Limited (Indirect)
- JITF Shipping&Logistics (Singapore) Pte. Ltd. (Indirect)
- JITF Industrial InfrastructureDevelopmentCompanyLimited(Indirect)
- IUP Jindal Metals & Alloys Limited
- JITF Shipyards Limited
- JITF Coal Logistics Limited
- Jindal Intellicom Limited
- JITF Urban Infrastructure Services Limited
- IntellicomInsuranceAdvisorsLimited
- S.V. Trading Limited
- Jindal Saw USA, LLC
- Jindal Saw Holding FZE
- Jindal Saw Middle East FZC (Indirect)
- Jindal Saw Gulf LLC (Indirect)
- Ralael Holdings Limited (Indirect)
- Jindal Saw Italia S.P.A (Indirect)
- Jindal Fittings Ltd.
- Quality Iron & steel Ltd.
- Green Ray Holdings
- Derwant Sand SARL(Indirect)
- Universal Tube Accessories Pvt. Limited
- Jindal Saw Espana SL
- Jindal Tubular (India) Ltd.(wef 5th February,2015)
- Jindal Tubular U.S.A. LLC (wef 6thMay,2014)
- World Transload& Logistics LLC.(wef 22<sup>nd</sup> May,2014)
- 5101 Boone LLP (wef 22<sup>nd</sup> May,2014)
- Drill Pipe International LLC (wef 22<sup>nd</sup> May,2014)
- Tube Technologies Inc (wef 22<sup>nd</sup> May,2014)
- Helical Anchors Inc. (wef 22<sup>nd</sup> May,2014)
- Boone Real Property Holding LLC. (wef 22<sup>nd</sup> May,2014)



**JITF INFRA LOGISTICS LIMITED**  
**SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO FINANCIAL STATEMENTS**  
**NOTE:9**

**(c) Joint Venture**

- JWIL-SSIL JV
- SMC-JWIL JV
- JWIL-RANHILL JV
- TAPI-JWIL JV

**(B) Transaction**

(Amount in Rs.)

Particulars	Holding Company		Subsidiary/Fellow Subsidiary	
	Current year	Previous year	Current year	Previous year
Share application money received during the year	Nil	700,000	Nil	Nil
Share application money refunded during the year	Nil	(3,500,000)	Nil	Nil
Expense Recovered/to be recovered	Nil	1,264,050	Nil	Nil
<b>Balances as on 31st March, 2015</b>				
<b>Share Capital including Share Premium</b>				
Jindal ITF Limited	Nil	500,000	Nil	Nil
Jindal Saw Limited	500,000	Nil	Nil	Nil

**5. Earning per share (EPS):**

Description	For the Year ended 31 <sup>st</sup> March, 2015 (Rs.)	For the Year ended 31 <sup>st</sup> March, 2014 (Rs.)
<b><u>Basic and Diluted</u></b>		
Loss for the year after Tax	(78,406)	(42,677)
No. of shares outstanding at the end of year	50,000	50,000
Weighted Average No of Shares outstanding for calculating EPS	50,000	50,000
Basic and Diluted Earning per share	(1.57)	(0.85)




**JITF INFRALOGISTICS LIMITED**  
**SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO FINANCIAL STATEMENTS**  
**NOTE:9**

6. Previous year figures have been regrouped/rearranged wherever considered necessary.

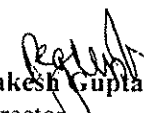
As per our report of even date

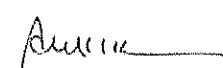
**For N. C. Aggarwal & Co.**  
Chartered Accountants  
Firm Registration No: 003273N

  
**G. K. Aggarwal**  
Partner  
Membership No. 08662  
Place: New Delhi  
Date: 6<sup>th</sup> May, 2015



For and on behalf of Board of Directors of  
**JITF Infralogistics Limited**

  
**Rakesh Gupta**  
Director  
DIN - 07130110

  
**Alok Kumar**  
Director  
DIN - 00930344

# JITF INFRALOGISTICS LIMITED

(A wholly owned subsidiary of Jindal ITF Limited)

CIN No.: U60231DL2008PLC172241, Email Id: Info.Jindalitif@jindalitif.com

## NOTICE

Notice is hereby given that the 7<sup>th</sup> Annual General Meeting of the members of JITF Infralogistics Limited will be held on Monday, the 08<sup>th</sup> day of September, 2014 at 28, Shivaji Marg, New Delhi – 110015 at 10.00 AM to transact the following business:

### AS ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet of the Company for the Financial Year ended on 31<sup>st</sup> March, 2014 and the statement of Profit and Loss Account for the year ended on that date along with the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Deepak Goyal (holding DIN No.: 00028315) who retires by rotation and being eligible offers herself for re-appointment.
3. To appoint Auditors and fix their remuneration by passing the following resolution as an Ordinary Resolution with or without modification(s):

"RESOLVED THAT M/s. N.C. Aggarwal & Co., Chartered Accountants (FRN: 003273N) be and are hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting for auditing the accounts of the company for the financial year 2014-2015 at such remuneration as may be determined by the Board of Directors of the company".

### AS SPECIAL BUSINESS:

#### 4. CHANGE OF REGISTERED OFFICE OF THE COMPANY UNDER PROVISIONS OF COMPANIES ACT, 2013

To consider and if thought fit, to pass with or without modifications, the following Resolution as Special Resolution

"RESOLVED THAT pursuant to the provisions of the Section 12, 13 and rules made there under, along with other applicable provisions, if any, of the Companies Act, 2013 and subject to the approval of the Regional Director or the Central Government / any other authority as may be prescribed from time to time and subject also to such permission, sanction or approval as may be required under the provisions of the said Act or under any other law for the time being in force or any statutory modification or amendment thereof, consent of the members be and is hereby accorded for shifting of registered office of the Company from the NCT of Delhi to the State of Uttar Pradesh.

However, the Clause II of the Memorandum of Association of the Company be substituted by the following clause:

"II. The registered office of the Company shall be situated in the State of Uttar Pradesh"

RESOLVED FURTHER THAT upon the aforesaid Resolution becoming effective, the Registered Office of the Company be shifted from 28 Shivaji Marg, New Delhi-110015 to A-1 UPISDC Industrial Area, Nandgaon Road, Kosi Kalan, Mathura, Uttar Pradesh- 281403.

RESOLVED FURTHER THAT Board of Directors of the Company or any Board Committee or any Directors or person authorized by the Board be and is hereby authorized to appoint counsels and advisors, file applications/ petitions, issue notice and advertisements, obtain orders for shifting of registered office from concerned authorities and take such steps and to do such acts & deeds as they may deem necessary and proper in this matter."

# JITF INFRALOGISTICS LIMITED

(A wholly owned subsidiary of Jindal ITF Limited)

CIN No.: U60231DL2008PLC172241, Email Id: Info.Jindalitf@jindalitf.com

## NOTICE

### 5. ADOPTION OF NEW SET OF MEMORANDUM OF ASSOCIATION IN TERMS OF PROVISIONS OF THE COMPANIES ACT, 2013

To consider and if thought fit, to pass with or without modifications, the following Resolution as Special Resolution

"RESOLVED THAT pursuant to section 4 (6) and other applicable provisions, if any, of the Companies Act, 2013 and subject to necessary approvals, wherever required, a new Set of Memorandum of Association in terms of provisions of the Companies Act, 2013 as placed before the meeting be and is hereby substituted and adopted in the place of the existing Memorandum of Association of the Company.

RESOLVED FURTHER THAT Board of Director(s) of the Company or any other person authorized by the board be and are hereby jointly and severally authorized to take all such actions and to settle all matters arising out of and incidental thereto, and to sign any and all documents and writings that may be required to be signed, on behalf of the Company, in connection with the above said resolution and generally to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution."

### 6. ALTERATION OF ARTICLE OF ASSOCIATION OF THE COMPANY ACCORDING TO COMPANIES ACT, 2013

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

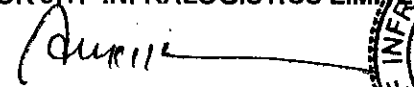
"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting, be and are hereby approved and adopted in substitution and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company.

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

Place: New Delhi  
Dated: 05<sup>th</sup> August, 2014

Regd. Office:  
28, Shivaji Marg,  
New Delhi-110015  
CIN No.: U60231DL2008PLC172241  
Email Id: Info.Jindalitf@jindalitf.com

BY ORDER OF THE BOARD OF DIRECTORS  
FOR JITF INFRALOGISTICS LIMITED

  
.....  
ALOK KUMAR  
DIRECTOR  
(DIN No.: 00930344)

Address: B-49 Kiran Garden,  
New Delhi, India-110059

#### NOTES:

1. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. Proxy in order to be effective must be received by the Company not less than 48 hours before the meeting.
2. Explanatory Statement under Section 102 of the Companies Act, 2013 relating to Special Business to be transacted at the meetings annexed hereto.

# JITF INFRA LOGISTICS LIMITED

(A wholly owned subsidiary of Jindal ITF Limited)

CIN No.: U60231DL2008PLC172241, Email Id: Info.Jindalif@jindalif.com

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## NOTICE

### **EXPLANATORY STATEMENT**

(Pursuant to Section 102 of the Companies Act, 2013)

#### **ITEM NO. 4:**

Shifting of Registered Office from NCT of Delhi to State of Uttar Pradesh

The Company was incorporated under the provision of the Companies Act, 1956, in the NCT of Delhi. As per Clause II of the Memorandum of Association of the Company, the Registered Office of the Company is at present situated in the NCT of Delhi.

With a view to exercise better administrative and economic control which will reduce overheads and enable the company to rationalize and streamline its operational efficiency by having the same registered office as of its holding Company which is situated at A-1 UPISDC Industrial Area, Nandgaon Road, Kosi Kalan, Mathura, Uttar Pradesh- 281403.

The Board of Director considers it fit to shift the registered office of the Company to State of Uttar Pradesh.

In accordance with the provision of Section 13 of the Companies Act, 2013, shifting of the Registered Office from one state to another requires alteration in Clause II of the Memorandum of Association of the Company, which requires the approval of shareholders in General Meeting by way of Special Resolution to give effect to such change.

In view of the above approval of the members is sought for shifting the Registered Office of the Company from the NCT of Delhi to the State of Uttar Pradesh and for altering Clause II of the Memorandum of Association of the Company. The proposed change will in no way be detrimental to the interest of any member of Public, Employees or other Associates of the Company in any manner whatsoever.

None of the Directors, Key Managerial Personnel of the Company are in any way concerned or interested, financially or otherwise in the special resolution.

The above proposal is in the interest of the Company and the Directors recommend the Resolutions at Item No. 4 of the Notice for approval by the shareholders as Special Resolution.

#### **ITEM NO. 5:**

The Board of Directors of the Company at their meeting held on 5<sup>th</sup> August, 2014 has recommended adopting a new set of Memorandum of Association to bring it in conformity with the provisions of the Companies Act, 2013.

For the adoption of new set of Memorandum of Association as provided consent of Shareholders is required by way of Special Resolution. Draft amended copy of the Memorandum of Association has been placed at the Registered Office of the Company for inspection during the business hours.

None of the Directors, Key Managerial Personnel of the Company are in any way concerned or interested, financially or otherwise in the special resolution.

The above proposal is in the interest of the Company and the Directors recommend the Resolutions at Item No. 5 of the Notice for approval by the shareholders as Special Resolution.

# JITF INFRALOGISTICS LIMITED

(A wholly owned subsidiary of Jindal ITF Limited)

CIN No.: U60231DL2008PLC172241, Email Id: Info.Jindalitif@jindalitif.com

## NOTICE

### ITEM NO. 6:

The existing Articles are based on the Companies Act, 1956 and several regulations in the existing Articles contain references to specific section of the Companies Act, 1956 and some regulations which are no longer in conformity with the new Companies Act, 2013.

The Companies Act, 2013 is now largely in force. On 12th September, 2013 the Ministry of Corporate Affairs ("MCA") had notified 98 sections for implementation and subsequently, on 26 March, 2014 MCA notified most of the remaining sections (barring those provisions which require sanction/confirmation of the National Company Law Tribunal). Therefore, substantive sections of the Companies Act, 2013 which deal with the general working of companies stand notified.

In order to make the Articles of Association of the Company in tandem and to comply with the relevant sections/ provisions under the Companies Act, 2013 and rules made thereof it is proposed to replace the existing Articles of Association of the Company by a new set of Articles of Associations. Accordingly, in lieu of amendments to various Articles in the existing Articles of Association, it is considered prudent and desirable to adopt a new set of Articles of Association of the Company, in substitution for, and to the exclusion of, the existing Articles of Association of the Company. Pursuant to Section 14 of the Companies Act, 2013, the consent of the members of the Company by way of a special resolution is required for adoption of a new set of Articles of Association of the Company. Accordingly, this matter is being placed before the shareholders for approval.

A copy of the proposed new set of the Articles of Association of the Company would be available for inspection at the registered office of the Company.

None of the Directors, Key Managerial Personnel of the Company are in any way concerned or interested, financially or otherwise in the special resolution.

The above proposal is in the interest of the Company and the Directors recommend the Resolutions at Item No. 6 of the Notice for approval by the shareholders as Special Resolution.

Place: New Delhi  
Dated: 05<sup>th</sup> August, 2014

BY ORDER OF THE BOARD OF DIRECTORS FOR  
JITF INFRALOGISTICS LIMITED

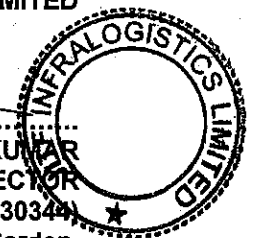
Regd. Office:  
28, Shivaji Marg,  
New Delhi-110015  
CIN No.: U60231DL2008PLC172241  
Email Id: Info.Jindalitif@jindalitif.com



ALOK KUMAR  
DIRECTOR

(DIN No.: 00930344)

Address: B-49 Kiran Garden,  
New Delhi, India-110059



## **JITF INFRA LOGISTICS LIMITED**

### **DIRECTORS' REPORT**

Dear Shareholders,

Your Directors have pleasure in presenting the 7<sup>th</sup> Annual Report of the Company together with the Audited Statement of Accounts for the period ended on 31<sup>st</sup> March, 2014.

#### **Financial Results**

<b>Particulars</b>	<b>Current Year (Rs.)</b>	<b>Previous Year (Rs.)</b>
Paid up Capital	5,00,000	5,00,000
Share application money pending allocation	-	2,800,000
Reserve and Surplus	(1,23,119)	(80,442)
Current Assets	3,87,761	32,17,955
Current Liabilities	60,674	48,191
Profit/Loss Before Tax	(42,667)	(2,818)
Earning per share	(0.85)	(0.06)

#### **Dividend**

No dividend is being declared or paid during the financial year under review.

#### **Public Deposits**

The Company has not accepted any Deposits within the meaning of Section 73 of the Companies Act, 2013 and the Rules made there under.

#### **Directors**

In terms of provisions of section 152 of the Companies Act, 2013, Mr. Deepak Goyal, Director shall retire by rotation and being eligible offers himself for reappointment. Your directors recommend their reappointment at the ensuing Annual General Meeting.

#### **Directors Responsibility Statement**

Pursuant to Section 134(3)(c) read with Section 134(5) of the Companies Act, 2013, for the Financial Year 2013-14, your Directors report as under:-

- (i) that in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures (if any);
- (ii) that the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the company for that period;
- (iii) that the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

- (iv) that the directors had prepared the annual accounts on a going concern basis; and  
(v) that 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.

#### **Board's Meet**

Your Board of Directors duly meets during the year as and when necessary for the proper functioning of the Company. Resolutions passed by circulation during the year were duly noted at the meeting of the Board of Directors.

#### **Statutory Auditors**

M/s. N.C. Aggarwal & Company, Chartered Accountants, Auditors of the Company will retire at the forthcoming Annual General Meeting, and are eligible for re-appointment. A Certificate from the Auditors has been received to the effect that their re-appointment, if made, would be in compliance with the provisions of Section 139 and 141 of the Companies Act, 2013.

#### **Particulars of Employees**

None of the employees of the Company was in employment of the Company in accordance with the Clause 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

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

As required under Section 134(3)(m) of the Companies Act, 2013, read with Clause 8(3) of The Companies (Accounts) Rule, 2014, information relating to conservation of energy, technology absorption and foreign exchange earning and outgo.


The Company is conscious of the need to keep all the cost elements at the barest minimum level including the energy cost. It is also aware of the responsibility to conserve energy in an overall energy shortage situation.

There is no foreign exchange earnings and outgo during the financial year ended 31<sup>st</sup> March 2014.

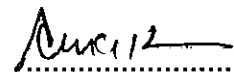
#### **Acknowledgement**

Your Directors place on record their gratitude to the Shareholders, Bankers and other stakeholders for the assistance, co-operation and encouragement they extended to the Company.

On behalf of the Board of Directors  
JITF Infralogistics Limited



SMINU JINDAL  
DIRECTOR  
(DIN No: 00005317)



ALOK KUMAR  
DIRECTOR  
(DIN No: 00930344)

Place: New Delhi  
Dated: 12<sup>th</sup> May, 2014

## AUDITORS' REPORT

To  
The Members of JITF INFRA LOGISTICS LIMITED

### Report on the Financial Statements

We have audited the accompanying financial statements of JITF INFRA LOGISTICS LIMITED, which comprise the Balance Sheet as at March 31, 2014, and the Statement of Profit and Loss and 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

Management is responsible for 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 accounting principles generally accepted in India, including the Accounting Standards notified under the Companies Act, 1956 read with General Circular 15/2013 dated 13th September 2013, issued by the Ministry of Corporate Affairs, in respect of Section 133 of the Companies Act, 2013. This responsibility includes the design, implementation and maintenance of internal control 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.

### Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. 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 control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, 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.

### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the 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:


- In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
- In the case of the Statement of Profit and Loss, of the loss for the year ended on that date;
- 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, 2003 issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(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, the Statement of Profit and Loss and the Cash Flow Statement comply with the Accounting Standards notified under the Companies Act, 1956 read with General Circular 15/2013 dated 13th September 2013, issued by the Ministry of Corporate Affairs, in respect of Section 133 of the Companies Act, 2013;
  - e) on the basis of written representations received from the directors as on March 31, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

For N.C. Aggarwal & Co.  
Chartered Accountants  
Firm Registration No. 003273N

  
G. K. Aggarwal  
Partner

Membership No. 08669

Date: 12<sup>th</sup> May, 2014

Place: New Delhi



**Annexure to Auditors' Report**

Referred to in Paragraph 1 under the heading of "Report on Other Legal and Regulatory Requirements" of our report of even date

1. The Company, during the year, does not own any fixed assets. Accordingly, para (i) of the Order related to fixed assets is not applicable.
2. (a) The Company does not hold any inventories of finished goods, stores, spare parts and raw materials. Accordingly, paragraphs (ii) (b) and (c) of the Order are not applicable.
3. (a) As informed, the Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956. Accordingly paragraphs (iii) (b), (c) and (d) of the Order, are not applicable.  
  
(b) The Company has not taken any loans from parties listed under the register maintained under Section 301 of the Companies Act, 1956. Accordingly, paragraphs (iii) (f) and (g) of the Order are not applicable.
4. There are no purchase of fixed assets, inventories and sale of services during the year. Accordingly, paragraph (iv) of the Order is not applicable.
5. According to the information and explanations provided to us by the management, during the year, no contracts or arrangements with the parties referred to in section 301 of the Act have been entered into. Accordingly, paragraphs (v) (b) of the Order are not applicable.
6. The Company has not accepted any deposits from the public to which the provisions of Section 58A, 58AA or any other relevant provisions of the companies Act, 1956 and the companies (Acceptance of Deposit) Rules, 1975 apply.
7. To the best of our knowledge and as explained, the Company, during the year, is not required to have an internal audit system commensurate with the size and nature of its business, as the Capital and the turnover does not exceed the limit prescribed in this regard.
8. As the company has not yet commenced operations, therefore, para(viii) of the order with regard to maintenance of cost records under clause (d) of sub-section (1) of section 209 of the Companies Act, 1956 is not applicable to the Company.
9. (a) To the best of our knowledge and as explained, the Company is generally regular in depositing with the appropriate authorities all statutory dues including income-tax, sales-tax, wealth-tax, service tax, excise duty, Cess etc. where there are applicable. There are no arrears as at 31st March, 2014 for a year of more than six months from the date they become payable.  
  
(b) According to the information and explanation given to us, there are no dues in respect of sales tax, excise, Service tax, entry tax, income tax, which have not been deposited on account of any dispute.
10. The Company's accumulated losses at the year end, i.e. as at March 31, 2014 is not more than fifty per cent of its net worth. The Company has incurred cash loss during the current financial year and in the immediately preceding financial year.




N.C. AGGARWAL & CO.  
CHARTERED ACCOUNTANTS

11. According to the records of the Company examined by us and the information and explanations given to us, the Company has not taken loans from banks and financial institutions or issued any debentures. Therefore, Paragraph (xi) of the order is not applicable.
12. According to the information and explanations given to us and based on the documents and records produced to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
13. In our opinion, the Company is not a chit fund or a nidhi / mutual benefit fund / society. Therefore, the provisions of clause 4(xiii) of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company.
14. According to the records of the Company examined by us and the information and explanations given to us, the Company, during the year, has not dealt with/traded in shares, securities and other investments.
15. 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.
16. Based on information and explanations given to us by the management, the Company has not taken any term loan. Therefore, Paragraph (xvi) of the order is not applicable.
17. According to the information and explanations given to us and on an overall examination of the balance sheet of the company, in our opinion, there are no funds raised on short term basis which have been used for long term investment.
18. The Company has not made any preferential allotment of shares to the parties and companies covered in the register maintained under section 301 of the Act.
19. The company has not issued any debentures. Hence, clause (xix) of order is not applicable.
20. The company has not made any public issue during the year.
21. During the course of our examination of the books and records of the company, and according to the information and explanations given to us by the management, we report that no fraud on or by the Company has been noticed or reported during the course of our audit.

For N.C. AGGARWAL & CO.,  
Chartered Accountants  
Firm Registration No. 003273N



  
(G.K. Aggarwal)  
Partner  
M.No. 086622

Place: New Delhi  
Dated: 12<sup>th</sup> May, 2014

**JITF INF RALOGISTICS LIMITED**  
**Balance Sheet as at 31st March, 2014**

(Amount in Rs.)

Particulars	Note No	As at 31st March 2014	As at 31st March 2013
<b>I. EQUITY AND LIABILITIES</b>			
(1) <b>Shareholders' Funds</b>			
(a) Share Capital	1	5,00,000	5,00,000
(b) Reserves and Surplus	2	(1,23,119)	(80,442)
(2) <b>Share Application money pending allotment</b>	3	-	28,00,000
(3) <b>Current liabilities</b>			
Other current liabilities	4	60,674	48,191
		<b>4,37,555</b>	<b>32,67,749</b>
<b>Total Equity and Liabilities</b>			
<b>II. ASSETS</b>			
(1) <b>Non-current assets</b>			
Other non-current assets	5	49,794	49,794
(2) <b>Current assets</b>			
(a) Current investments	6	-	5,04,430
(b) Cash and Cash Equivalents	7	3,87,761	27,13,525
		<b>4,37,555</b>	<b>32,67,749</b>
<b>Total Assets</b>			

Significant accounting policies and notes to the financial statements

11

In terms of our report of even date annexed hereto

For N.C. AGGARWAL & CO.  
 Chartered Accountants  
 Firm Registration No. 003273N

G.K. AGGARWAL  
 Partner

M.No.086622

Place: New Delhi

Dated: 12th May, 2014



For and on behalf of the Board Of Directors of  
 JITF Infralogistics Limited

*DM*  
 + Sminu Jindal  
 Director  
 DIN No:00005317

*Aurail*  
 Alok Kumar  
 Director  
 DIN No:00930344

**JITF INFRA LOGISTICS LIMITED****Statement of Profit and Loss for the year ended 31st March, 2014**

(Amount in Rs.)

Particulars	Note No.	Year ended 31st March 2014	Year ended 31st March 2013
(I) Other income	8	5,906	33,280
<b>Total Revenue</b>		<b>5,906</b>	<b>33,280</b>
(II) <b>Expenses:</b>			
Finance Costs	9	16,060	-
Other Expenses	10	32,523	36,098
<b>Total Expenses</b>		<b>48,583</b>	<b>36,098</b>
(III) Profit/ (Loss) For the year (I-II)		<b>(42,677)</b>	<b>(2,818)</b>
(IV) Earnings per equity share of Face value of Rs.10/- each			
(1) Basic and Diluted		<b>(0.85)</b>	<b>(0.06)</b>

Significant accounting policies and notes to the financial statements

11

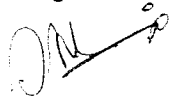
In terms of our report of even date annexed hereto

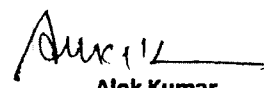
For **N.C. AGGARWAL & CO.**  
Chartered Accountants  
Firm Registration No. 003273N

**G.K. AGGARWAL**  
Partner  
M.No.086622  
Place: New Delhi  
Dated: 12th May, 2014



For and on behalf of the Board Of Directors of  
JITF Infralogistics Limited

  
+ **Sminu Jindal**  
Director  
DIN No:00005317

  
**Alok Kumar**  
Director  
DIN No:00930344

	(Amount in Rs.)	
	For the year ended 31st March, 2014	For the year ended 31st March, 2013
<b>A. CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net Profit/(loss) Before Income taxes	(42,677)	(2,818)
Adjustment for:		
Dividend Received	(5,906)	(33,280)
<b>Operating profit before working capital changes</b>	<b>(48,582)</b>	<b>(36,098)</b>
Adjustment for:		
Other Payable	12,483	30,337
Loans and advances and other assets	-	26,36,170
<b>Cash earned from operations</b>	<b>(36,099)</b>	<b>26,30,409</b>
Direct taxes paid	-	-
<b>Net cash (used in) operating activities</b>	<b>(36,099)</b>	<b>26,30,409</b>
<b>B. CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Dividend Received	5,906	33,280
(Purchase)/Sale of Investments	5,04,430	(33,280)
<b>Net cash earned from investing activities</b>	<b>5,10,335.28</b>	<b>-</b>
<b>C. CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Proceeds from/(Repayment of) Share Application Money	(28,00,000)	(1,00,000)
<b>Net cash from financing activities</b>	<b>(28,00,000)</b>	<b>(1,00,000)</b>
<b>Net increase in cash and cash equivalents</b>	<b>(23,25,764)</b>	<b>25,30,409</b>
<b>Cash and cash equivalents (opening balance)</b>	<b>27,13,525</b>	<b>1,83,116</b>
<b>Cash and cash equivalents (closing balance)</b>	<b>3,87,761</b>	<b>27,13,525</b>
	<b>(23,25,764)</b>	<b>25,30,409</b>

Note:

Previous Year figures have been regrouped wherever considered necessary.

As per our report of even date

For N.C. Aggarwal & Co.  
Chartered Accountants  
Firm Registration. No: 003273N

G.K. Aggarwal  
Partner

Membership No. 086622

Place: New Delhi

Dated: 12th May, 2014



For and on behalf of the Board of Directors of  
JITF Infralogistics Limited

+ Sminu Jindal  
Director  
DIN No:00005317

Alok Kumar  
Director  
DIN No:00930344

**JITF INFRA LOGISTICS LIMITED**
**Notes forming part of Balance sheet and Statement of Profit and Loss**

(Amount in Rs.)

DESCRIPTION		As at 31st March 2014	As at 31st March 2013
1	<b>SHARE CAPITAL</b>		
(a)	<b>AUTHORISED SHARE CAPITAL</b> 50,000 Equity shares of Rs. 10/- each	5,00,000	5,00,000
(b)	<b>ISSUED, SUBSCRIBED AND PAID UP CAPITAL</b> 50,000 Equity shares of Rs. 10/- each fully paid up	5,00,000	5,00,000
(c)	<b>RECONCILIATION OF THE NUMBER OF SHARES OUTSTANDING AT THE BEGINNING AND AT THE END OF THE REPORTING YEAR</b> Shares outstanding at the beginning of the year Shares issued during the year	50,000 -	50,000 -
(d)	Shares outstanding at the end of the year	50,000	50,000

(e) <b>SHARES OF THE COMPANY HELD BY :-</b>		No of Shares	No of Shares
	Jindal ITF Limited	50,000	50,000

(f) <b>SHARES IN THE COMPANY HELD BY EACH SHAREHOLDER HOLDING MORE THAN 5% SHARES ARE AS UNDER:</b>				
Name of the Shareholder	As at 31st March 2014		As at 31st March 2013	
	No. of Shares Held	% of Holding	No. of Shares Held	% of Holding
Jindal ITF Limited*	50,000	100%	50,000	100%

\* Including 700 Shares (Previous year 700) held by Person/Companies as nominee of Jindal ITF Ltd.

(g) <b>Terms/Rights attached to Equity Shares</b>	
	The Company has only one class of equity shares having a par value of Rs.10/- per equity share. Each equity shareholder is entitled to one vote per share.

DESCRIPTION		As at 31st March 2014	As at 31st March 2013
2	<b>RESERVES AND SURPLUS</b>		
	<b>PROFIT AND LOSS ACCOUNT</b>		
	Profit/(Loss) Brought Forward	(80,442)	(77,624)
	Add:- Profit/(Loss) for the year	(42,677)	(2,818)
	Closing Balance	(1,23,119)	(80,442)
	<b>Total Reserves and Surplus</b>	(1,23,119)	(80,442)

3	<b>SHARE APPLICATION MONEY PENDING ALLOTMENT</b>	-	28,00,000
	93,333 Equity shares at a premium of Rs 20/- per share. Share Application money was refunded during the financial year 2013-14.		

DESCRIPTION		As at 31st March 2014	As at 31st March 2013
4	<b>OTHER CURRENT LIABILITIES</b>		
	Statutory Dues	3,034	-
	Other payable	57,640	48,191
	<b>Total Other Current Liabilities</b>	60,674	48,191

DESCRIPTION		As at 31st March 2014	As at 31st March 2013
5	<b>Other Non Current Assets</b>		
	Miscellaneous Expenditure to the extent not written off	49,794	49,794
	<b>Total Other Non Current Assets</b>	49,794	49,794



**JITF INFRA LOGISTICS LIMITED**

**Notes forming part of Balance sheet and Statement of Profit and Loss**

**Note 6**

**CURRENT INVESTMENTS**

<b>DETAILS OF INVESTMENTS</b>		<b>As at 31st March 2014</b>			<b>As at 31st March 2013</b>		
		<b>Nos.</b>	<b>Face Value (Rs.)</b>	<b>Amount (Rs.)</b>	<b>Nos.</b>	<b>Face Value (Rs.)</b>	<b>Amount (Rs.)</b>
<b>Sr. No</b>	<b>PARTICULARS</b>						
	<b><u>Current Investments - Non Trade</u></b>						
	<b><u>( At Cost Less Provision )</u></b>						
	<b><u>Mutual Funds</u></b>						
	<b>Principal Mutual Funds</b>	-	-	-	503.81	1,001.23	5,04,430
	<b>Aggregate value of Current investments</b>						<b>5,04,430</b>



**JITF INFRA LOGISTICS LIMITED****Notes forming part of Balance sheet and Statement of Profit and Loss**

(Amount in Rs.)

	<u>DESCRIPTION</u>	<u>As at</u> <u>31st March 2014</u>	<u>As at</u> <u>31st March 2013</u>
7	<u>Cash and Cash Equivalents</u>		
	Balances with Banks		
	- in Current Accounts	3,79,939	27,03,519
	Cash on Hand	7,822	10,006
	<u>Total Cash and Cash Equivalents</u>	<u>3,87,761</u>	<u>27,13,525</u>



**JITF INFRA LOGISTICS LIMITED****Notes forming part of Balance sheet and Statement of Profit and Loss**

(Amount in Rs.)

	<u>DESCRIPTION</u>	<u>Year ended 31st March 2014</u>	<u>Year ended 31st March 2013</u>
8	<u>Other Income</u> Dividend Income on Current Investment	5,906	33,280
	<b>Total</b>	<b>5,906</b>	<b>33,280</b>

	<u>DESCRIPTION</u>	<u>Year ended 31st March 2014</u>	<u>Year ended 31st March 2013</u>
9	<u>Finance Costs</u> Bank Charges	16,060	-
	<b>Total</b>	<b>16,060</b>	<b>-</b>

	<u>DESCRIPTION</u>	<u>Year ended 31st March 2014</u>	<u>Year ended 31st March 2013</u>
10	<u>Other Expenses</u> Legal and Professional Auditor's Remuneration -As Audit Fees Rates and Taxes	1,500 30,337 686	2,250 30,337 3,511
	<b>Total</b>	<b>32,523</b>	<b>36,098</b>



**JITF INFRA LOGISTICS LIMITED**  
**SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO FINANCIAL STATEMENTS**  
**NOTE:11**

**1. Nature of Operations**

JITF Infraclogistics Limited is a Company incorporated on 3<sup>rd</sup> January, 2008 with the main object to carry on the business of logistics in and outside India.

**2. Statement of Significant Accounting Policies**

**(a) Basis of preparation**

The financial statements have been prepared to comply in all material respects with the mandatory Accounting Standards issued by the Institute of Chartered Accountants of India and the relevant provisions of the Companies Act, 1956. The financial statements have been prepared under the historical cost convention on an accrual basis.

**(b) Earnings Per Share**

Basic earnings per share are calculated by dividing the net profit or loss for the Year attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the Year. Partly paid equity shares are treated as a fraction of an equity share to the extent that they were entitled to participate in dividends relative to a fully paid equity share during the reporting year.

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

**(c) Miscellaneous Expenditure**

Preliminary Expenses i.e. Initial Share issue expenses will be amortized in five years from the Commencement of Business.

**(d) Taxation**

Current tax provision is computed for income calculated after considering allowances and exemptions under the provisions of the applicable Income Tax Laws.

Deferred tax is accounted at the current rate of tax to the extent of temporary timing differences that originate in one Year and are capable of reversal in one or more subsequent Years. However, no deferred tax asset is created where there is no virtual certainty as to the sufficient future taxable profit.

**(e) Foreign Exchange Transaction**

Foreign currency during the year is recorded at the rate of exchange prevailing at the date of transaction. Monetary assets and liabilities related to foreign currency transactions remaining unsettled are translated at the year end rate. All exchange differences are dealt with in the Profit and Loss Account

**(f) Investment**

Current investments are valued at lower of cost or market value

3. No deferred tax asset is created in view of the virtual certainty supported by convincing evidence as to the sufficient future taxable profit.

**4. Related Party Transactions**

List of Related Parties & Relationship (As identified by the Management)

**A. Holding Company**

Jindal ITF Limited (Direct holding )

Jindal Saw Limited ( Indirect Holding through Jindal ITF Limited)



**JITF INFRA LOGISTICS LIMITED**  
**SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO FINANCIAL STATEMENTS**  
**NOTE:11**

**B. Fellow Subsidiary Companies**

- JITF Water Infrastructure Limited
- JITF Waterways Limited
- JITF Urban Infrastructure Services Limited
- JITF Urban Infrastructure Limited
- JITF Shipyards Limited
- Jindal Rail Infrastructure Limited
- Jindal Intellicom Limited
- JITF ESIPL CETP (Sitarganj) Limited (Indirect)
- Timarpur-Okhla Waste Management Company Private Limited (Indirect)
- JITF Water Infra (Naya Raipur) Limited (Indirect)
- JITF Coal Logistics Limited
- JITF Shipping & Logistics (Singapore) Pte Ltd (Indirect)
- JITF Urban Waste Management (Bathinda ) Limited (Indirect)
- JITF Urban Waste Management (Ferozepur ) Limited (Indirect)
- JITF Urban Waste Management (Jalandhar ) Limited (Indirect)
- JITF Industrial Infrastructure Development company Limited
- IUP Jindal Metals & Alloys Limited (Indirect)
- S.V. Trading Limited (Indirect)
- Jindal Saw USA, LLC (Indirect)
- Jindal Saw Holding FZE (Indirect)
- Jindal Saw Middle East FZC (Indirect)
- Jindal Saw Gulf LLC (Indirect)
- Intellicom Insurance Advisors Limited (Indirect)
- Ralael Holdings Limited (Indirect)
- Jindal Saw Italia S.P.A (Indirect)
- Jindal Fittings Ltd
- Quality Iron & steel Ltd.
- Green Ray Holdings
- Derwent Sand SARL(Indirect)
- Universal Tube Accessories Pvt. Limited
- Jindal Saw Espana SL

**C. Joint Venture**

- JWIL-SSIL JV
- SMC-JWIL JV
- JWIL-RANHILL JV
- TAPI-JWIL JV



**JINDAL LOGISTICS LIMITED**  
**SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO FINANCIAL STATEMENTS**  
**NOTE:11**

**D. Transaction**

(Amount in Rs.)

Description	Holding Company (Jindal ITF Limited)	
	Current Year	Previous Year
Share application money received during the year	7,00,000	Nil
Share application money refunded during the year	(35,00,000)	(100,000)
<b>Expense Recovered/to be recovered:</b>		
- Jindal ITF Limited	12,64,050	2,839,976
<b>Balance as on 31.3.2014</b>		
Share Capital	500,000	500,000
Share application money	NIL	2,800,000

**5. Earning per share (EPS) :**

Description	Year ended 31st March, 2014 (Rs.)	Year ended 31st March, 2013 (Rs.)
<b><u>Basic and Diluted</u></b>		
Loss for the year after Tax	(42,677)	(2,818)
No. of shares outstanding at the end of year	50,000	50,000
Weighted Average No of Shares outstanding for calculating EPS	50,000	50,000
Basic and Diluted Earning per share	(0.85)	(0.06).

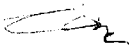


**JIT F INFRA LOGISTICS LIMITED**  
**SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO FINANCIAL STATEMENTS**  
**NOTE:11**

6. Previous year figures has been regrouped/rearranged wherever considered necessary.


As per our report of even date.

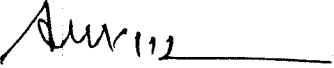
For **N. C. Aggarwal & Co.**  
Chartered Accountants  
Firm Registration No: 003273N

  
**G. K. Aggarwal**  
Partner  
Membership No. 086622  
Place: New Delhi  
Date: 12<sup>th</sup> May, 2014



For and on behalf of Board of Directors of JITF  
Infra Logistics Limited

  
\* **Sminu Jindal**  
Director  
DIN No: 00005317

  
**Alok Kumar**  
Director  
DIN No: 00930344

## NOTICE

Notice is hereby given that the 6<sup>th</sup> Annual General Meeting of the members of JITF Infralogistics Limited will be held on Friday, the 27<sup>th</sup> day of September, 2013 at 28, Shivaji Marg, New Delhi – 110015 at 12.00 Noon to transact the following business:

### **AS ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance Sheet of the Company for the Financial Year ended on 31<sup>st</sup> March, 2013 and the statement of Profit and Loss Account for the year ended on that date along with the Reports of the Directors & Auditors thereon.
2. To appoint a Director in place of Mrs. Sminu Jindal who retires by rotation and being eligible offers herself for re-appointment.
3. To appoint Auditors and fix their remuneration by passing the following resolution as an Ordinary Resolution with or without modification(s):

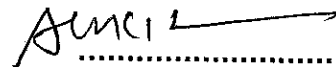
"RESOLVED THAT M/s. N.C. Aggarwal & Co., Chartered Accountants be and are hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting for auditing the accounts of the company for the financial year 2013-2014 at such remuneration as may be determined by the Board of Directors of the company".

### **AS SPECIAL BUSINESS:**

4. To consider and if thought fit, to pass with or without modifications, the following Resolution as an Ordinary Resolution:

"RESOLVED THAT Mr. Alok Kumar who has been appointed as an Additional Director of the Company by the Board of Directors under section 260 of the Companies Act, 1956 and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received Notice in writing, under section 257 of the Companies Act, 1956 from a member signifying his intention to propose him as a candidate for the office of a Director of the Company, be and is hereby appointed as Director of the Company."

**BY ORDER OF THE BOARD OF DIRECTORS**

  
.....  
**ALOK KUMAR**  
**DIRECTOR**

Place: New Delhi

Dated: 29<sup>th</sup> August, 2013

### **NOTES:**

1. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. Proxy in order to be effective must be received by the Company not less than 48 hours before the meeting.
2. An Explanatory Statement under Section 173 (2) of the Companies Act, 1956, in respect of the Special Resolution set out under items 1 above is annexed hereto.

**EXPLANATORY STATEMENT**

**(Pursuant to Section 173(2) of the Companies Act, 1956)**

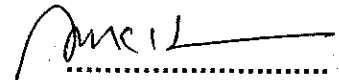
**ITEM NO. 4:**

The Board of Directors of the Company had appointed Mr. Alok Kumar as an Additional Director as per section 260 of the Companies Act, 1956 w.e.f. 08<sup>th</sup> October, 2012 and as such he holds office upto the date of this Annual General Meeting. A notice under Section 257 of Companies Act, 1956 has been received by the Company from a member signifying his intention to propose the candidature of Mr. Alok Kumar for appointment as Director in this behalf.

None of the Directors except Mr. Alok Kumar is concerned or interested in the Resolution.

The Board of Directors recommends passing of the proposed resolution as an Ordinary Resolution.

**BY ORDER OF THE BOARD OF DIRECTORS**



**ALOK KUMAR  
DIRECTOR**

**Place: New Delhi**

**Dated: 29<sup>th</sup> August, 2013**

## JITF INFRALOGISTICS LIMITED

### DIRECTORS' REPORT

Dear Shareholders,

Your Directors have pleasure in presenting the 6<sup>th</sup> Annual Report of the Company together with the Audited Statement of Accounts for the period ended on 31<sup>st</sup> March, 2013.

#### Financial Results

Particulars	Current Year (Rs.)	Previous Year (Rs.)
Paid up Capital	5,00,000	5,00,000
Share application money pending allocation	2,800,000	29,00,000
Reserve and Surplus	(80,442)	(77,624)
Current Assets	32,17,955	32,90,436
Current Liabilities	48,191	17,854
Profit/Loss Before Tax	(2,818)	(36,416)
Earning per share	(0.06)	(0.74)

#### Dividend

No dividend is being declared or paid during the financial year under review.

#### Public Deposits

The Company has not accepted any Deposits within the meaning of Section 58A of the Companies Act, 1956 and the Rules made there under.

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

The Company is conscious of the need to keep all the cost elements at the barest minimum level including the energy cost. It is also aware of the responsibility to conserve energy in an overall energy shortage situation.

There is no foreign exchange earnings and outgo during the financial year ended 31<sup>st</sup> March 2013.

#### Directors

During the year under review, Mr. Indresh Batra ceased to be Director consequent to the resignation from the services of the Company. The Board places on record its appreciation for the valuable services rendered by him.

Mr. Alok Kumar was appointed as an Additional Director during the year, whose appointment shall come to an end at the forth coming Annual General Meeting and is proposed to be regularized in the forthcoming Annual General Meeting.

### **Directors Responsibility Statement**

Pursuant to Section 217 (2AA) of the Companies Act, 1956, for the Financial Year 2012-13, your Directors report as under:-

- (i) that in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures (if any);
- (ii) that the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the company for that period;
- (iii) that the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (iv) that the directors had prepared the annual accounts on a going concern basis.

### **Auditors**

M/s. N.C. Aggarwal & Company, Chartered Accountants, Auditors of the Company will retire at the forthcoming Annual General Meeting, and are eligible for re-appointment. A Certificate from the Auditors has been received to the effect that their re-appointment, if made, would be within the limits prescribed under Section 224(1B) of the Companies Act, 1956.

### **Particulars of Employees**

None of the employees of the Company is covered under section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975.

### **Acknowledgement**

Your Directors place on record their gratitude to the Central Government, State Governments and Company's Bankers for the assistance, co-operation and encouragement they extended to the Company. The Board of Directors of the Company wish to place on record their thanks and appreciation to all the staff members and executives for their contribution to the operations of the company. The Directors also place on record their sincere thanks to the shareholders for their continued support, co-operation and confidence in the Management of the Company.

On behalf of the Board of Directors  
JITF Infralogistics Limited

  
Sminu Jindal  
Director

  
Alok Kumar  
Director

Place: New Delhi  
Dated: 20<sup>th</sup> May, 2013

## **AUDITORS' REPORT**

To  
**The Members of JITF INFRALOGISTICS LIMITED**

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

We have audited the accompanying financial statements of **JITF INFRALOGISTICS LIMITED**, which comprise the Balance Sheet as at March 31, 2013, and the Statement of Profit and Loss and 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**

Management is responsible for 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 Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956. This responsibility includes the design, implementation and maintenance of internal control 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.

### **Auditors' Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. 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 control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, 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.

### **Opinion**

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

- a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2013;
- 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.



**Annexure to Auditors' Report**

Referred to in Paragraph 1 under the heading of "Report on Other Legal and Regulatory Requirements" of our report of even date


1. The Company, during the year, does not own any fixed assets. Accordingly, para (i) of the Order related to fixed assets is not applicable.
2. (a) The Company does not hold any inventories of finished goods, stores, spare parts and raw materials. Accordingly, paragraphs (ii) (b) and (c) of the Order are not applicable.
3. (a) As informed, the Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956. Accordingly paragraphs (iii) (b), (c) and (d) of the Order, are not applicable.  
  
(b) The Company has not taken any loans from parties listed under the register maintained under Section 301 of the Companies Act, 1956. Accordingly, paragraphs (iii) (f) and (g) of the Order are not applicable.
4. There are no purchase of fixed assets, inventories and sale of services during the year. Accordingly, paragraph (iv) of the Order is not applicable.
5. According to the information and explanations provided to us by the management, during the year, no contracts or arrangements with the parties referred to in section 301 of the Act have been entered into. Accordingly, paragraphs (v) (b) of the Order are not applicable.
6. The Company has not accepted any deposits from the public to which the provisions of Section 58A, 58AA or any other relevant provisions of the companies Act, 1956 and the companies(Acceptance of Deposit) Rules, 1975 apply.
7. To the best of our knowledge and as explained, the Company, during the year, is not required to have an internal audit system commensurate with the size and nature of its business, as the Capital and the turnover does not exceed the limit prescribed in this regard.
8. As the company has not yet commenced operations, therefore, para(viii) of the order with regard to maintenance of cost records under clause (d) of sub-section (1) of section 209 of the Companies Act, 1956 is not applicable to the Company.
9. (a) To the best of our knowledge and as explained, the Company is generally regular in depositing with the appropriate authorities all statutory dues including income-tax, sales-tax, wealth-tax, service tax, excise duty, Cess etc. where there are applicable. There are no arrears as at 31st March, 2013 for a year of more than six months from the date they become payable.  
  
(b) According to the information and explanation given to us, there are no dues in respect of sales tax, excise, Service tax, entry tax, income tax , which have not been deposited on account of any dispute.
10. The Company's accumulated losses at the year end, i.e. as at March 31, 2013 is not more than fifty per cent of its net worth. The Company has incurred cash loss during the current financial year and in the immediately preceding financial year.



**Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2003 issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
  
2. As required by section 227(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 comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956;
  - e) on the basis of written representations received from the directors as on March 31, 2013, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2013, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

For N.C. Aggarwal & Co.  
Chartered Accountants  
Firm Registration No. 003273N

  
G. K. Aggarwal  
Partner  
Membership No. 086622



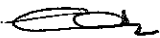
Date: 20<sup>th</sup> May, 2013  
Place: New Delhi

**N.C. AGGARWAL & CO.**  
**CHARTERED ACCOUNTANTS**

11. According to the records of the Company examined by us and the information and explanations given to us, the Company has not taken loans from banks and financial institutions or issued any debentures. Therefore, Paragraph (xi) of the order is not applicable.
12. According to the information and explanations given to us and based on the documents and records produced to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
13. In our opinion, the Company is not a chit fund or a nidhi / mutual benefit fund / society. Therefore, the provisions of clause 4(xiii) of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company.
14. According to the records of the Company examined by us and the information and explanations given to us, the Company, during the year, has not dealt with/traded in shares, securities and other investments.
15. 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.
16. Based on information and explanations given to us by the management, the Company has not taken any term loan. Therefore, Paragraph (xvi) of the order is not applicable.
17. According to the information and explanations given to us and on an overall examination of the balance sheet of the company, in our opinion, there are no funds raised on short term basis which have been used for long term investment.
18. The Company has not made any preferential allotment of shares to the parties and companies covered in the register maintained under section 301 of the Act.
19. The company has not issued any debentures. Hence, clause (xix) of order is not applicable.
20. The company has not made any public issue during the year.
21. During the course of our examination of the books and records of the company, and according to the information and explanations given to us by the management, we report that no fraud on or by the Company has been noticed or reported during the course of our audit.

For N.C. AGGARWAL & CO.,  
Chartered Accountants  
Firm Registration No. 003273N



  
(G.K. Aggarwal)  
Partner  
M.No. 086622

Place: New Delhi  
Dated: 20<sup>th</sup> May, 2013

**JITF INFRALOGISTICS LIMITED**  
**Balance Sheet as at 31st March, 2013**

(Amount in Rs.)

Particulars		Note No	As at 31st March 2013	As at 31st March 2012
<b>I.</b>	<b><u>EQUITY AND LIABILITIES</u></b>			
(1)	<b><u>Shareholders' Funds</u></b>			
	(a) Share Capital	1	500,000	500,000
	(b) Reserves and Surplus	2	(80,442)	(77,624)
(2)	<b><u>Share Application money pending allotment</u></b>	3	2,800,000	2,900,000
(3)	<b><u>Current liabilities</u></b>			
	Other current liabilities	4	48,191	17,854
	<b>Total Equity and Liabilities</b>		<b>3,267,749</b>	<b>3,340,230</b>
<b>II.</b>	<b><u>ASSETS</u></b>			
(1)	<b><u>Non-current assets</u></b>	5	49,794	49,794
	Other non-current assets			
(2)	<b><u>Current assets</u></b>			
	(a) Current investments	6	504,430	471,150
	(b) Cash and Cash Equivalents	7	2,713,525	183,116
	(c) Short-term loans and advances	8	-	2,636,170
	<b>Total Assets</b>		<b>3,267,749</b>	<b>3,340,230</b>

Significant accounting policies and notes to the financial statements

12

In terms of our report of even date annexed hereto

For N.C. AGGARWAL & CO.  
Chartered Accountants  
Firm Registration No. 003273N

G.K. AGGARWAL  
Partner  
M.No.086622  
Place: New Delhi  
Dated: 20th May,2013



For and on behalf of the Board Of Directors of  
JITF Infralogistics Limited

Sminu Jindal  
Director

Alok Kumar  
Director

**JITF INFRALOGISTICS LIMITED****Statement of Profit and Loss for the year ended 31st March, 2013**

(Amount in Rs.)


Particulars		Note No.	Year ended 31st March 2013	Year ended 31st March 2012
(I)	Other income	9	33,280	31,924
	<b>Total Revenue</b>		<b>33,280</b>	<b>31,924</b>
(II)	<b>Expenses:</b>			
	Finance Costs	10	-	1,208
	Other Expenses	11	36,098	67,132
	<b>Total Expenses</b>		<b>36,098</b>	<b>68,340</b>
(III)	Profit/ (Loss) For the year (I-II)		(2,818)	(36,416)
(IV)	Earnings per equity share of Face value of Rs.10/- each			
	(1) Basic and Diluted		(0.06)	(0.74)

**Significant accounting policies and notes to the financial statements**

12

In terms of our report of even date annexed hereto

For **N.C. AGGARWAL & CO.**  
Chartered Accountants  
Firm Registration No. 003273N

  
**G.K. AGGARWAL**  
Partner  
M.No.086622  
Place: New Delhi  
Dated: 20th May,2013



For and on behalf of the Board Of Directors of  
JITF Infralogistics Limited

  
**Sminu Jindal**  
Director

  
**Alok Kumar**  
Director

**JITF Infralogistics Limited**

**Cash Flow Statement for the year ended March 31, 2013**

(Amount in Rs.)

	For the year ended 31st March, 2013	For the year ended 31st March, 2012
<b>A. CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net Profit/(loss) Before Income taxes	(2,818)	(36,416)
Adjustment for:		
Dividend Received	(33,280)	(31,924)
<b>Operating profit before working capital changes</b>	<b>(36,098)</b>	<b>(68,340)</b>
Adjustment for:		
Other Payable	30,337	(12,787)
Loans and advances and other assets	2,636,170	(2,636,170)
<b>Cash earned from operations</b>	<b>2,630,409</b>	<b>(2,717,297)</b>
Direct taxes paid	-	-
<b>Net cash (used in) operating activities</b>	<b>2,630,409</b>	<b>(2,717,297)</b>
<b>B. CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Dividend Received	33,280	31,924
Purchase of Investments	(33,280)	(31,924)
<b>Net cash earned from investing activities</b>	<b>-</b>	<b>-</b>
<b>C. CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Proceeds from/(Repayment of) Share Application Money	(100,000)	2,900,000
<b>Net cash from financing activities</b>	<b>(100,000)</b>	<b>2,900,000</b>
<b>Net increase in cash and cash equivalents</b>	<b>2,530,409</b>	<b>182,703</b>
<b>Cash and cash equivalents (opening balance)</b>	<b>183,116</b>	<b>413</b>
<b>Cash and cash equivalents (closing balance)</b>	<b>2,713,525</b>	<b>183,116</b>
	<b>2,530,409</b>	<b>182,703</b>

Note:

Previous Year figures have been regrouped wherever considered necessary.

As per our report of even date

For N.C. Aggarwal & Co.  
Chartered Accountants  
Firm Registration. No: 003273N



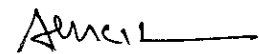
**G.K. Aggarwal**  
Partner  
Membership No. 086622  
Place: New Delhi  
Dated: 20th May, 2013



For and on behalf of the Board of Directors of  
JITF Infralogistics Limited



**Sminu Jindal**  
Director



**Alok Kumar**  
Director

**JITF INFRA LOGISTICS LIMITED**
**Notes forming part of Balance sheet and Statement of Profit and Loss**

(Amount in Rs.)

DESCRIPTION		As at 31st March 2013	As at 31st March 2012
<b>1</b>	<b>SHARE CAPITAL</b>		
(a)	<b>AUTHORISED SHARE CAPITAL</b> 50,000 Equity shares of Rs. 10/- each	500,000	500,000
(b)	<b>ISSUED, SUBSCRIBED AND PAID UP CAPITAL</b> 50,000 Equity shares of Rs. 10/- each fully paid up	500,000	500,000
(c)	<b>RECONCILIATION OF THE NUMBER OF SHARES OUTSTANDING AT THE BEGINNING AND AT THE END OF THE REPORTING YEAR</b>		
	Shares outstanding at the beginning of the year	50,000	50,000
	Shares issued during the year	-	-
(d)	Shares outstanding at the end of the year	<b>50,000</b>	<b>50,000</b>

(e) <b>SHARE OF THE COMPANY HELD BY :-</b>		No of Shares	No of Shares
	Jindal ITF Limited	50,000	50,000

(f) <b>SHARES IN THE COMPANY HELD BY EACH SHAREHOLDER HOLDING MORE THAN 5% SHARES ARE AS UNDER:</b>				
Name of the Shareholder	As at 31st March 2013		As at 31st March 2012	
	No. of Shares Held	% of Holding	No. of Shares Held	% of Holding
Jindal ITF Limited*	50,000	100%	50,000	100%

\* Including 700 Shares (Previous year 700) held by Person/Companies as nominee of Jindal ITF Ltd.

(g) <b>Terms/Rights attached to Equity Shares</b>	
	The Company has only one class of equity shares having a par value of Rs.10/- per equity share. Each equity shareholder is entitled to one vote per share.

DESCRIPTION		As at 31st March 2013	As at 31st March 2012
<b>2</b>	<b>RESERVES AND SURPLUS</b>		
	<b>PROFIT AND LOSS ACCOUNT</b>		
	Profit/(Loss) Brought Forward	(77,624)	(41,208)
	Add:- Profit/(Loss) for the year	(2,818)	(36,416)
	<b>Closing Balance</b>	<b>(80,442)</b>	<b>(77,624)</b>
	<b>Total Reserves and Surplus</b>	<b>(80,442)</b>	<b>(77,624)</b>

<b>3</b>	<b>SHARE APPLICATION MONEY PENDING ALLOTMENT</b>	<b>2,800,000</b>	<b>2,900,000</b>
----------	--------------------------------------------------	------------------	------------------

(93,333 Equity shares at a premium of Rs.20/- per share to be allotted till the end of next year. Authorized capital will be increased at the time of allotment of shares.)

DESCRIPTION		As at 31st March 2013	As at 31st March 2012
<b>4</b>	<b>OTHER CURRENT LIABILITIES</b>		
	Other payable	48,191	17,854
	<b>Total Other Current Liabilities</b>	<b>48,191</b>	<b>17,854</b>

DESCRIPTION		As at 31st March 2013	As at 31st March 2012
<b>5</b>	<b>Other Non Current Assets</b>		
	Miscellaneous Expenditure to the extent not written off	49,794	49,794
	<b>Total Other Non Current Assets</b>	<b>49,794</b>	<b>49,794</b>



**JITF INFRALOGISTICS LIMITED**

**Notes forming part of Balance sheet and Statement of Profit and Loss**

**Note 6**

**CURRENT INVESTMENTS**

Sr. No	PARTICULARS	As at 31st March 2013			As at 31st March 2012		
		Nos.	Face Value (Rs.)	Amount (Rs.)	Nos.	Face Value (Rs.)	Amount (Rs.)
	<u>Current Investments - Non Trade</u> <u>( At Cost Less Provision )</u>						
	Mutual Funds						
	Principal Mutual Funds	503.81	1,001.23	504,430	470.57	1,001.23	
	Aggregate value of Current investments			504,430		471,150	



**JITF INFRA LOGISTICS LIMITED****Notes forming part of Balance sheet and Statement of Profit and Loss**

(Amount in Rs.)

	<u>DESCRIPTION</u>	As at 31st March 2013	As at 31st March 2012
7	<b>Cash and Cash Equivalents</b>		
	Balances with Banks		
	-In Current Accounts	2,703,519	182,099
	Cash on Hand	10,006	1,017
	<b>Total Cash and Cash Equivalents</b>	<b>2,713,525</b>	<b>183,116</b>

	<u>DESCRIPTION</u>	As at 31st March 2013	As at 31st March 2012
8	<b>Short-term loans and advances</b>		
	Loans and advances to related party		
	Unsecured, considered good		
	-Jindal ITF Limited	-	2,636,170
	<b>Total Short Term Loans and Advances</b>	<b>-</b>	<b>2,636,170</b>

	<u>DESCRIPTION</u>	Year ended 31st March 2013	Year ended 31st March 2012
9	<b>Other Income</b>		
	Dividend Income on Current Investment	33,280	31,924
	<b>Total</b>	<b>33,280</b>	<b>31,924</b>

	<u>DESCRIPTION</u>	Year ended 31st March 2013	Year ended 31st March 2012
10	<b>Finance Costs</b>		
	Bank Charges	-	1,208
	<b>Total</b>	<b>-</b>	<b>1,208</b>

	<u>DESCRIPTION</u>	Year ended 31st March 2013	Year ended 31st March 2012
11	<b>Other Expenses</b>		
	Legal and Professional	2,250	1,500
	Auditor's Remuneration		
	-As Audit Fees	30,337	11,236
	Donation	-	50,000
	Rates and Taxes	3,511	4,396
	<b>Total</b>	<b>36,098</b>	<b>67,132</b>



**JITF INFRALOGISTICS LIMITED**  
**SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO FINANCIAL STATEMENTS**  
**NOTE:12**

**1. Nature of Operations**

JITF Infralogistics Limited is a Company incorporated on 3<sup>rd</sup> January, 2008 with the main object to carry on the business of logistics in and outside India.

**2. Statement of Significant Accounting Policies**

**(a) Basis of preparation**

The financial statements have been prepared to comply in all material respects with the mandatory Accounting Standards issued by the Institute of Chartered Accountants of India and the relevant provisions of the Companies Act, 1956. The financial statements have been prepared under the historical cost convention on an accrual basis.

**(b) Earnings Per Share**

Basic earnings per share are calculated by dividing the net profit or loss for the Year attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the Year. Partly paid equity shares are treated as a fraction of an equity share to the extent that they were entitled to participate in dividends relative to a fully paid equity share during the reporting year.

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

**(c) Miscellaneous Expenditure**

Preliminary Expenses i.e. Initial Share issue expenses will be amortized in five years from the Commencement of Business.

**(d) Taxation**

Current tax provision is computed for income calculated after considering allowances and exemptions under the provisions of the applicable Income Tax Laws.

Deferred tax is accounted at the current rate of tax to the extent of temporary timing differences that originate in one Year and are capable of reversal in one or more subsequent Years. However, no deferred tax asset is created where there is no virtual certainty as to the sufficient future taxable profit.

**(e) Foreign Exchange Transaction**

Foreign currency during the year is recorded at the rate of exchange prevailing at the date of transaction. Monetary assets and liabilities related to foreign currency transactions remaining unsettled are translated at the year end rate. All exchange differences are dealt with in the Profit and Loss Account

**(f) Investment**

Current investments are valued at lower of cost or market value

3. No deferred tax asset is created in view of the virtual certainty supported by convincing evidence as to the sufficient future taxable profit.

**4. Related Party Transactions**

List of Related Parties & Relationship (As identified by the Management)

**A. Holding Company**

Jindal ITF Limited (Direct holding )

Jindal Saw Limited ( Indirect Holding through Jindal ITF Limited)



## JITF INFRALOGISTICS LIMITED

### SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO FINANCIAL STATEMENTS

#### NOTE:12

#### B. Fellow Subsidiary Companies

- JITF Water Infrastructure Limited
- JITF Waterways Limited
- JITF Urban Infrastructure Services Limited
- JITF Urban Infrastructure Limited
- JITF Shipyards Limited
- Jindal Rail Infrastructure Limited
- Jindal Intellicom Limited
- JITF ESIPL CETP (Sitarganj) Limited (Indirect)
- Timarpur-Okhla Waste Management Company Private Limited (Indirect)
- JITF Water Infra (Naya Raipur) Limited (Indirect)
- JITF Coal Logistics Limited
- Jindal ITF Kobelco Eco Limited (Indirect) ( upto 31st October 2012)
- JITF Shipping & Logistics (Singapore) Pte Ltd (Indirect)
- JITF Global Water Holding Pte. Ltd (Indirect) \*
- JITF Water Infra (Rajkot) Limited (Indirect) ( upto 29th January 2013)
- JITF Urban Waste Management (Bathinda ) Limited (Indirect)
- JITF Urban Waste Management (Ferozepur ) Limited (Indirect)
- JITF Urban Waste Management (Jalandhar ) Limited (Indirect)
- JITF Manila Water Development Company Limited (Indirect) ( upto 6th February 2013 )
- JITF Industrial Infrastructure Development company Limited ( w.e.f.2nd May 2012)
- IUP Jindal Metals & Alloys Limited (Indirect)
- S.V. Trading Limited (Indirect)
- Jindal Saw USA, LLC (Indirect)
- Jindal Saw Holding FZE (Indirect)
- Jindal Saw Middle East FZC (Indirect)
- Jindal Saw Gulf LLC (Indirect)
- Intellicom Insurance Advisors Limited (Indirect)
- Ralael Holdings Limited (Indirect)
- Jindal Saw Italia S.P.A (Indirect)
- Jindal Fittings Ltd
- Quality Iron & steel Ltd.
- Green Ray Holdings
- Derwent Sand SARL(Indirect)
- Universal Tube Accessories Pvt. Limited( w.e.f.30th August 2012)
- Jindal Saw Espana SL( w.e.f.21st March 2013)

*\*Strike off application for closure is filed on 3<sup>rd</sup> January,2013 with Accounting and Corporate Regulatory Authority, Singapore. Closure action is awaited.*

#### C. Joint Venture

- JWIL-SSIL JV( w.e.f.28<sup>th</sup> February,2012)
- SMC-JWIL JV( w.e.f.24<sup>th</sup> December,2012)
- JWIL-RANHILL JV( w.e.f.27<sup>th</sup> November,2012)



**JITF INFRA LOGISTICS LIMITED**  
**SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO FINANCIAL STATEMENTS**  
**NOTE:12**

**D. Transaction**

(Amount in Rs.)

Description	Holding Company (Jindal ITF Limited)	
	Current Year	Previous Year
Share application money received during the year	Nil	2,900,000
Share application money refunded during the year	(100,000)	Nil
<b>Expense Recovered/to be recovered:</b>		
- Jindal ITF Limited	2,839,976	2,636,170
<b>Balance as on 31.3.2013</b>		
Share Capital	500,000	500,000
Share application money	2,800,000	2,900,000
Receivable from Jindal ITF Limited	Nil	2,636,170

**5. Earning per share (EPS) :**

Description	Year ended 31st March, 2013 (Rs.)	Year ended 31st March, 2012 (Rs.)
<b><u>Basic and Diluted</u></b>		
Loss for the year after Tax	(2,819)	(36,416)
No. of shares outstanding at the end of year	50,000	50,000
Weighted Average No of Shares outstanding for calculating EPS	50,000	50,000
Basic and Diluted Earning per share	(0.06)	(0.74)



**JITF INFRALOGISTICS LIMITED**  
**SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO FINANCIAL STATEMENTS**  
**NOTE:12**

6. Previous year figures has been regrouped/rearranged wherever considered necessary.

As per our report of even date.

**For N. C. Aggarwal & Co.**  
Chartered Accountants  
Firm Registration No: 003273N



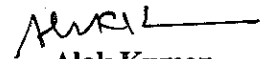
**G. K. Aggarwal**  
Partner  
Membership No. 086622  
Place: New Delhi  
Date: 20<sup>th</sup> May, 2013



For and on behalf of Board of Directors of  
JITF Infralogistics Limited



**Sminu Jindal**  
Director



**Alok Kumar**  
Director

Anneame - 1

**N.C. AGGARWAL & CO.**  
**CHARTERED ACCOUNTANTS**  
 102, Harsha house, Karampura Commercial Complex,  
 New Delhi-110 015. Ph: (O) 25920555-556 (R) 25221561  
 E-Mail: nc.a@rediffmail.com, nc.aggarwal@gmail.com.

We M/s N.C. Aggarwal & Co. have checked and verified the following financial information from audited financials of the **JITF SHIPYARDS LIMITED** ("the company") for the year ended 31<sup>st</sup> March 2013, 31<sup>st</sup> March, 2014 and 31<sup>st</sup> March, 2015 and from unaudited figures for the QTR ended 30<sup>th</sup> June, 2015 provided by the management (Limited review carried out by us):

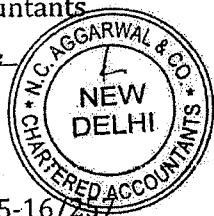
(Amount in crores)

	Latest Financial less than 6 Months (Unaudited)	As per last Audited Financial Year	1 year prior to the last Audited Financial Year	2 years prior to the last Audited Financial Year
	2015 (30th June 2015)	2014-15	2013-14	2012-13
Equity Paid up Capital	75.77	5.63	5.63	5.63
Reserves and surplus (Net of accumulated losses)	175.75	9.40	9.44	11.01
Net Worth	251.52	15.03	15.07	16.64
Miscellaneous Expenditure	-	-	-	-
Secured Loans	-	-	2.40	3.03
Unsecured Loans	352.37	-	-	-
Fixed Assets	14.16	14.20	15.27	15.30
Income from Operations	0.46	1.88	-	23.35
Total Income	0.46	2.57	0.05	24.82
Total Expenditure	2.29	2.62	1.62	24.94
Profit before Tax	(1.83)	(0.05)	(1.57)	(0.12)
Profit after Tax	(1.83)	(0.05)	(1.57)	(0.12)
Cash profit	(1.76)	1.00	(1.54)	(0.05)
EPS	(0.24)	(0.05)	(2.79)	(0.21)
Book value per share	33.20	26.69	26.76	29.56

This Certificate is issued at the request of the company.

For N.C. Aggarwal & Co.  
 Chartered Accountants

G.K. Aggarwal  
 Partner  
 M.No.086622  
 C No.: NCP/2015-16/237  
 Dated: 10 Nov. 2015.  
 Place: New Delhi



# N.C. AGGARWAL & CO.

CHARTERED ACCOUNTANTS

102, Harsha house, Karampura Commercial Complex  
New Delhi-110 015.Ph.(O) 25920555-56(R) 25221561  
E-Mail : [nc.aggarwal@gmail.com](mailto:nc.aggarwal@gmail.com), [nc.a@rediffmail.com](mailto:nc.a@rediffmail.com).

The Board of Directors,  
JITF SHIPYARDS LIMITED  
A-1, UPSIDC Industrial Area,  
Nandgaon Road, Kosi Kalan,  
Uttar Pradesh - 281403

## Limited Review Report-Balance Sheet as at 30<sup>th</sup> June, 2015

We have reviewed the accompanying unaudited Balance Sheet of **JITF SHIPYARDS LIMITED** ("the Company") as at 30<sup>th</sup> June, 2015 and the related Statement of Profit and Loss for three months ended on that date annexed thereto (all of which are hereinafter referred to as the "Statement"). The statement is the responsibility of the Company's Management and has been approved by the Board of Directors/~~committee of Board of Directors~~. Our responsibility is to issue a report on these financial statements based on our review.

We conducted our review in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim financial information performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free of material misstatement(s). A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

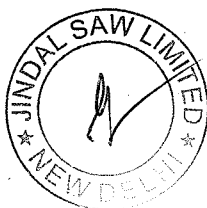
The statement has been prepared after considering the effect of Composite Scheme of Arrangement approved by the Hon'ble High Court of Judicature at Allahabad (Uttar Pradesh) entailing de-merger of investment in Waterways Sector of Jindal ITF Limited into the Company w.e.f. appointed date i.e.10th February, 2015.


Based on our review conducted as stated above, nothing has come to our attention that causes us to believe that the accompanying statement prepared in accordance with the Accounting Standards issued under the Companies (Accounting Standards) Rules, 2006 which continue to apply as per section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and other recognized accounting practices and policies, has not disclosed the information required to be disclosed, or that it contains any material misstatement.

Figures for the corresponding previous period ended 30<sup>th</sup> June, 2014 as required under Accounting Standard 25 on "Interim Financial Reporting" issued by the Institute of Chartered Accountants of India, has not been made and furnished. This report is intended solely for the use of the Company for filing with BSE Limited, National Stock Exchange of India Limited, Securities and Exchange Board of India and any other regulatory authority in connection with the proposed composite scheme of arrangement of the Company and the same should not be used, referred to or distributed for any other purpose, without our prior written consent.

Place: New Delhi

Dated: 10 Nov 2015.



For N.C. Aggarwal & Co.  
Chartered Accountants  
Firm Registration No. 003273N  
  
G.K. Aggarwal)  
Partner  
M.No.086622

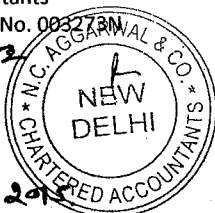
**JITF SHIPYARDS LIMITED**  
**Balance Sheet as at 30th June, 2015 (Unaudited)**  
**CIN No.U34109UP2007PLC069246**

Particulars	Note No	As at 30th Jun, 15 (Unaudited)	As at 31st Mar, 15 (Audited)
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholders' Funds</b>			
(a) Share Capital	1	75,76,86,530	5,63,00,000
(b) Reserves and Surplus	2	1,75,75,01,587	9,39,65,818
<b>(2) Non-Current Liabilities</b>			
(a) Long-term borrowings	3	2,00,00,00,000	-
(b) Other Long Term Liabilities	4	86,83,71,018	65,18,83,018
(c) Long term provisions	5	7,80,605	7,51,720
<b>(3) Current Liabilities</b>			
(a) Short-term borrowings	6	1,52,37,03,033	-
(b) Trade payables	7	29,84,648	4,500
(c) Other current liabilities	8	99,18,048	59,70,914
(d) Short-term provisions	9	-	28,885
<b>Total</b>		<b>6,92,09,45,469</b>	<b>80,89,04,855</b>
<b>II.Assets</b>			
<b>(1) Non-current assets</b>			
<b>(a) Fixed assets</b>			
(i) Tangible assets	10	14,16,54,150	14,20,08,462
(ii) Intangible assets		750	1,739
(iii) Capital work-in-progress		33,30,34,445	33,30,34,445
(b) Non-current investments	11	6,24,26,35,150	10,92,54,470
(c) Long term loan and advances	12	40,21,441	19,34,90,441
<b>(2) Current assets</b>			
(a) Inventories	13	10,25,200	10,25,200
(b) Trade receivables	14	1,42,51,499	84,95,647
(c) Cash and Bank balances	15	1,12,88,200	1,23,46,386
(d) Short-term loans and advances	16	17,23,56,451	85,69,882
(e) Other current assets	17	6,78,183	6,78,183
<b>Total</b>		<b>6,92,09,45,469</b>	<b>80,89,04,855</b>

In terms of our report of even date annexed hereto

**For N.C. AGGARWAL & CO.**  
Chartered Accountants  
Firm Registration No. 003273M

**G.K.AGGARWAL**  
Partner  
M.No.086622  
Place: New Delhi  
Dated: 10/06/2015



For and on behalf of the Board Of Directors of  
**JITF Shipyards Limited**

**Sunil Kumar Jain**  
Director  
DIN - 01308863

**Alok Kumar**  
Director  
DIN - 00930344

**Nishu Kumar**  
Company Secretary  
M. No. A33380

**JITF SHIPYARDS LIMITED**

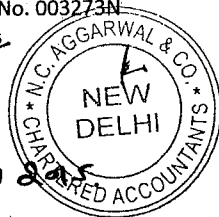
**Statement of Profit and Loss for the period ended 30th June, 2015 (Unaudited)**

Particulars	Note No	For the Period ended 30th June 2015 (Unaudited)	For the Year ended 31st March 2015 (Audited)
I. Gross Revenue from operations	18	46,31,042	1,87,82,904
II. Other Income	19	-	69,61,700
<b>III. Total Revenue (I + II)</b>		<b>46,31,042</b>	<b>2,57,44,604</b>
<b>IV. Expenses:</b>			
Changes in inventories of finished goods, work in progress and Stock-in-trade	20	-	-
Manufacturing Expenses	21	9,19,319	47,50,256
Employee benefit expenses	22	15,20,322	36,91,877
Finance costs	23	1,84,49,515	29,46,866
Depreciation and amortization		5,99,542	1,05,38,223
Other expenses	24	13,78,480	42,82,978
<b>Total Expenses</b>		<b>2,28,76,178</b>	<b>2,62,10,200</b>
V. Profit before exceptional and extraordinary items and tax	(III - IV)	<b>(1,82,45,136)</b>	<b>(4,65,596)</b>
VI. Exceptional Items		-	-
VII. Profit before extraordinary items and tax (V - VI)		<b>(1,82,45,136)</b>	<b>(4,65,596)</b>
VIII. Extraordinary Items		-	-
IX. Profit before tax (VII - VIII)		<b>(1,82,45,136)</b>	<b>(4,65,596)</b>
X. Tax expense:			
(1) Current tax		-	-
(2) Deferred tax		-	-
XI. Profit(Loss) from the period from continuing operations	(IX-X)	<b>(1,82,45,136)</b>	<b>(4,65,596)</b>

In terms of our report of even date annexed hereto

For **N.C. AGGARWAL & CO.**  
Chartered Accountants  
Firm Registration No. 003273N

**G.K. AGGARWAL**  
Partner  
M.No.086622  
Place: New Delhi  
Dated: 10/07/2015



For and on behalf of the Board Of Directors of  
**JITF Shipyards Limited**

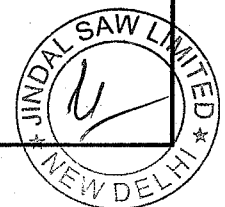
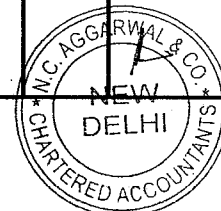
**Sunil Kumar Jain**  
Director  
DIN - 01308863

**Alok Kumar**  
Director  
DIN - 00930344

**Nitish Kumar**  
Company Secretary  
M. No. A33380

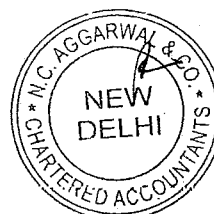
**JITF SHIPYARDS LIMITED**
**Notes forming part of Balance sheet and Statement of Profit and Loss (Unaudited)**

Particulars	Note No	As at 30th Jun, 15 (Unaudited)	As at 31st Mar, 15 (Audited)
<b>1.SHARE CAPITAL</b>			
<b>(a) Authorized</b>			
6,000,000 Equity Shares of Rs. 10/- each		6,00,00,000	6,00,00,000
		<b>6,00,00,000</b>	<b>6,00,00,000</b>
<b>(b) Issued, Subscribed and Fully Paid-Up</b>			
<b>Equity Shares</b>			
75,768,653 Equity Shares (Previous Year 56,30,000) of Rs.10/-each fully paid up		75,76,86,530	5,63,00,000
<b>Total Share Capital</b>		<b>75,76,86,530</b>	<b>5,63,00,000</b>
<b>(c) RECONCILIATION OF THE NUMBER OF SHARES OUTSTANDING AT THE BEGINNING AND AT THE END OF THE YEAR</b>			
Shares outstanding at the beginning of the year		56,30,000	56,30,000
Add: Shares issued during the year pursuant to scheme of demerger		7,01,38,653	-
Shares outstanding at the end of the year		<b>7,57,68,653</b>	<b>56,30,000</b>
<b>(d) SHARE OF THE COMPANY HELD BY :-</b>		<b>No of Shares</b>	<b>No of Shares</b>
Jindal Saw Limited		7,57,68,653	56,30,000
<b>(e) SHARES IN THE COMPANY HELD BY EACH SHAREHOLDER HOLDING MORE THAN 5% SHARES ARE AS UNDER:</b>			
<b>Name of the Shareholder</b>			
<b>Jindal Saw Limited*</b>			
No. of Shares Held		7,57,68,653	56,30,000
% of Holding		100%	-
* Including 600 Shares held by Person/Companies as nominee of Jindal Saw Ltd (Previous year 600 held by Person/Companies as nominee of Jindal ITF Ltd.)			
<b>(f) Terms/Rights attached to Equity Shares</b>			
The Company has only one class of equity shares having a par value of Rs.10/- per equity share. Each equity shareholder is entitled to one vote per share.			
<b>2.RESERVES AND SURPLUS</b>			
<b>a)Securities Premium Reserve</b>			
Balance as per last financial statements		11,16,00,000	11,16,00,000
Add: During the year pursuant to scheme of demerger		1,72,03,38,890	-
<b>Closing Balance</b>		<b>1,83,19,38,890</b>	<b>11,16,00,000</b>
<b>b)Surplus in Profit and Loss Account</b>			
Balance as per last financial statements		(1,76,34,182)	(1,72,24,725)
Add: Profit after tax transferred from Statement of profit & Loss		(1,82,45,136)	(4,65,596)
Add: Loss transfer consequent to scheme of demerger		(3,85,57,985)	-
Add: Previous year Taxation Adjustment		-	1,65,733
Less: Previous year Depreciation Adjustment		-	(1,09,594)
Balance in Profit and Loss Account Carried Forward		<b>(7,44,37,303)</b>	<b>(1,76,34,182)</b>
<b>Total Reserves &amp; Surplus</b>	1(b)	<b>1,75,75,01,587</b>	<b>9,39,65,818</b>
<b>NON CURRENT LIABILITIES</b>			
<b>3.LONG-TERM BORROWINGS</b>			
<b>Unsecured</b>			
<b>Compulsorily Convertible Debentures (CCD's)</b>			
9.25% 20 CCD's of face value of Rs. 10 crores each.*		2,00,00,00,000	-
<b>Total Long Term Borrowings</b>		<b>2,00,00,00,000</b>	<b>-</b>
*CCD's are compulsorily convertible within five years from March 2011 with call option by the promoter of the Company -Jindal Saw Limited to buy back CCD's at premium of 1% of the paid up value of the CCD's, so as to give an IRR of 14% per annum (inclusive of 9.25% coupon rate).It also carry put option by the financial institution to require the promoter to buy back CCD's in three installments upto 30:30:40 each year after 3rd,4th and 5th year respectively from the date of allotment i.e.13th April,2011.IFCI has exercised put option on Jindal Saw Ltd.to buy 12% CCD,12No. of Face value of Rs 10 crores each aggregating to Rs 120 crores upto 31st			



**JITF SHIPYARDS LIMITED**
**Notes forming part of Balance sheet and Statement of Profit and Loss (Unaudited)**

Particulars	Note No	As at 30th Jun, 15 (Unaudited)	As at 31st Mar, 15 (Audited)
<b>4. OTHER LONG TERM LIABILITIES</b>			
<b>Advance for Land Purchase</b>			
From Related Party			
-Jindal Saw Limited		52,18,83,018	52,18,83,018
From Others		13,00,00,000	13,00,00,000
<b>Total Other Long Term Liabilities</b>		<b>86,83,71,018</b>	<b>65,18,83,018</b>
<b>5. LONG-TERM PROVISIONS</b>			
<b>Provision for Employee benefits</b>			
Provision for Gratuity		3,71,239	3,61,040
Provision for Leave Encashment		4,09,366	3,90,680
<b>Total Long term Provisions</b>		<b>7,80,605</b>	<b>7,51,720</b>
<b>CURRENT LIABILITIES</b>			
<b>6. SHORT-TERM BORROWINGS</b>			
<b>Loans and advances from related parties</b>			
<b>Unsecured</b>			
- Jindal Saw Limited		16,29,00,000	-
- Jindal ITF Limited		1,36,08,03,033	-
<b>Total Short Term Borrowings</b>		<b>1,52,37,03,033</b>	<b>-</b>
<b>7. TRADE PAYABLES</b>			
Trade Payables (including acceptances)			
Related Parties		26,51,837	-
Others		3,32,811	-
Dues to other than Micro and Small enterprises*		-	4,500
<b>Total Trade Payables</b>		<b>29,84,648</b>	<b>4,500</b>
*There are no Micro and Small Enterprises, to whom the Company owes dues as at 31st March 2015. This Information as Required to be disclosed under the Micro, Small and Medium Enterprises Development Act 2006 has been Determined to the extent such Parties have been Identified on the basis of information available with the Company.			
<b>8. OTHER CURRENT LIABILITIES</b>			
a) Advance From Customer And Others		20,00,000	-
b) Other Payables			
Statutory Dues		29,45,801	3,64,925
Capital Creditors		31,88,860	31,88,860
Dues to Employees		3,74,610	30,212
Other liabilities		14,08,777	23,86,917
<b>Total Other Current Liabilities</b>		<b>99,18,048</b>	<b>59,70,914</b>
<b>9. SHORT TERM PROVISIONS</b>			
a) <b>Provision for Employee benefits</b>			
Provision for Leave Encashment		-	18,686
Provision for Gratuity		-	10,199
<b>Total Short Term Provisions</b>		<b>-</b>	<b>28,885</b>



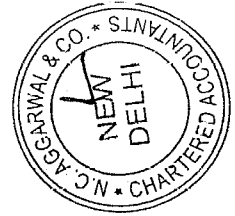
**JITF Shipyards Limited**

**Notes forming part of Balance sheet and Statement of Profit and Loss (Unaudited)**

**Note-10**

**FIXED ASSETS**

Sr. No.	Fixed Assets	Gross Block		Accumulated Depreciation			Net Block		
		Balance as at 1st April 2015	Additions/ (Disposals)	As at 30th June 2015	Balance as at 1st April 2015	Depreciation during the period	Other Adjustment	As at 30th June 2015	Balance as at 31st March 2015
<b>A</b>	<b>Tangible Assets</b>								
	Leasehold Land	4,27,08,742	-	4,27,08,742	94,90,800	3,55,906	-	98,46,706	3,32,17,942
	Freehold Land	10,03,87,273	-	10,03,87,273	-	-	-	-	10,03,87,273
	Plant and Equipment	94,45,300	-	94,45,300	24,24,912	1,67,737	-	25,92,649	68,52,651
	Electrical Installation and Equipments	19,84,227	-	19,84,227	8,78,464	53,016	-	9,31,480	70,20,388
	Furniture and Fixtures	60,000	96,116	1,56,116	21,604	1,716	14,244	37,564	11,05,763
	Vehicles	4,74,465	-	4,74,465	2,73,736	17,613	-	2,91,349	38,396
	Computer	4,33,628	1,11,575	5,45,203	4,11,947	-	33,810	4,45,757	2,00,729
	Office equipment	1,15,690	1,09,780	2,25,470	99,400	2,565	25,176	1,27,141	21,681
	<b>Total</b>	<b>15,56,09,325</b>	<b>3,17,471</b>	<b>15,59,26,796</b>	<b>1,36,00,863</b>	<b>5,98,553</b>	<b>73,230</b>	<b>1,42,72,646</b>	<b>14,20,08,462</b>
<b>B</b>	<b>Intangible Assets</b>								
	Computer Software	13,500	-	13,500	11,761	989	-	12,750	1,739
	<b>Total</b>	<b>13,500</b>	<b>-</b>	<b>13,500</b>	<b>11,761</b>	<b>989</b>	<b>-</b>	<b>12,750</b>	<b>1,739</b>
	<b>Total (A+B)</b>	<b>15,56,22,825</b>	<b>3,17,471</b>	<b>15,59,40,296</b>	<b>1,36,12,624</b>	<b>5,99,542</b>	<b>73,230</b>	<b>1,42,85,396</b>	<b>14,20,10,201</b>
	<b>Previous Year</b>	<b>15,56,22,825</b>	<b>-</b>	<b>15,56,22,825</b>	<b>29,64,806</b>	<b>1,06,47,818</b>	<b>-</b>	<b>1,36,12,624</b>	<b>14,20,10,201</b>



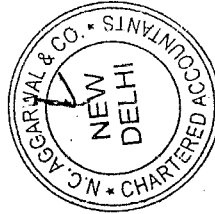
**JITF Shipyards Limited**

**Notes forming part of Balance sheet and Statement of Profit and Loss (Unaudited)**

**Note - 11**

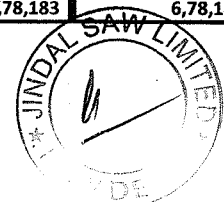
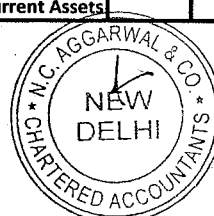
**NON-CURRENT INVESTMENTS**

Sr. No.	PARTICULARS	As at 31st March 2015			As at 31st March 2015		
		Nos.	Face Value (Rs.)	Amount (Rs.)	Nos.	Face Value (Rs.)	Amount (Rs.)
A	<u>Non-Current Investments</u> <u>(At Cost Less Provision)</u> <u>Equity Shares Fully Paid Up of Subsidiary Company - Unquoted</u> Investment in Jindal Intellicom Ltd Investment in JITF Coal Logistics Ltd Investment in JITF Waterways Ltd.	1,07,76,770 50,000 20,44,79,356	10 10 10	10,87,54,470 5,00,000 6,13,33,80,680	1,07,76,770 50,000	10,87,54,470 5,00,000	
	<b>Aggregate value of unquoted investments</b>			<b>6,24,26,35,150</b>		<b>10,92,54,470</b>	



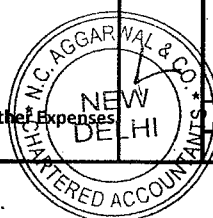
**JITF SHIPYARDS LIMITED**
**Notes forming part of Balance sheet and Statement of Profit and Loss (Unaudited)**

Particulars	Note No	As at 30th Jun, 15 (Unaudited)	As at 31st Mar, 15 (Audited)
<b>12. LONG TERM LOANS &amp; ADVANCES</b>			
<b>(a) Capital Advances</b>			
Unsecured, considered good			
To Related Parties - Jindal Saw		-	18,94,69,000
To others		35,06,509	35,06,509
<b>Sub Total- Capital Advances</b>		<b>35,06,509</b>	<b>19,29,75,509</b>
<b>(b) Security Deposits</b>			
Unsecured, considered good		5,14,932	5,14,932
<b>Sub Total-Security Deposits</b>		<b>5,14,932</b>	<b>5,14,932</b>
<b>Total Long Term Loans and Advances(a+b)</b>		<b>40,21,441</b>	<b>19,34,90,441</b>
<b>13. INVENTORIES</b>			
<b>a) Inventories- Stores &amp; Spares</b>			
Inventories- Stores & Spares		25,200	25,200
Inventories- Scrap		10,00,000	10,00,000
<b>Total Inventories</b>		<b>10,25,200</b>	<b>10,25,200</b>
<b>14. TRADE RECEIVABLES</b>			
<b>Unsecured</b>			
Unsecured, considered good			
Outstanding less than six months			
From Related Party-Jindal ITF Limited		1,42,51,499	84,95,647
<b>Total Trade Receivables</b>		<b>1,42,51,499</b>	<b>84,95,647</b>
<b>15. CASH &amp; BANK BALANCES</b>			
<b>a) Cash and Cash Equivalents</b>			
Cash-in-hand		9,963	11,048
<b>Balances with Banks</b>			
On current accounts		12,78,237	23,35,338
<b>b) Other Bank Balances</b>			
Fixed Deposits ( maturing after three months)*		1,00,00,000	1,00,00,000
<b>Total Cash and Bank balances</b>		<b>1,12,88,200</b>	<b>1,23,46,386</b>
*Out of this Pledged with bank Rs.10,000,000/- (Previous year Rs.10,000,000.-) as margin for bank guarantee			
<b>16. SHORT TERM LOANS &amp; ADVANCES</b>			
<b>a) Loans and advances to related party</b>			
- Unsecured, considered good			
JITF Waterways Limited		16,29,00,000	-
<b>b) Loans and Advances recoverable in cash or kind</b>			
- Unsecured, considered good		74,94,525	75,91,622
<b>c) Other loans and advances</b>			
- Unsecured, considered good			
Advance taxation (net of provision)		6,18,365	4,73,499
Advances to vendors		11,86,561	5,04,761
Loans to Employees		1,57,000	-
<b>Total Short Term Loans &amp; Advances</b>		<b>17,23,56,451</b>	<b>85,69,882</b>
<b>17. OTHER CURRENT ASSETS</b>			
Interest Accrued on Fixed Deposits		6,78,183	6,78,183
<b>Total Other Current Assets</b>		<b>6,78,183</b>	<b>6,78,183</b>



**JITF SHIPYARDS LIMITED**
**Notes forming part of Balance sheet and Statement of Profit and Loss (Unaudited)**

Particulars	Note No	For the Period ended 30th June 2015 (Unaudited)	For the Year ended 31st March 2015 (Audited)
<b>18. GROSS REVENUE FROM OPERATIONS</b>			
a) Repair of Barges			
Repair & Maintenance Services		14,35,096	1,87,82,904
Other Receipt		31,95,946	-
<b>Total Revenue from Operations</b>		<b>46,31,042</b>	<b>1,87,82,904</b>
<b>19. OTHER INCOME</b>			
a) Interest Income		-	7,53,537
b) Dividend Income on current investments		-	13,52,493
c) Provision for Doubtful Debts written back		-	48,55,670
<b>Total Other Income</b>		<b>-</b>	<b>69,61,700</b>
<b>Total Revenue</b>		<b>46,31,042</b>	<b>2,57,44,604</b>
<b>20. CHANGES IN INVENTORIES OF FINISHED GOODS, WORK IN PROGRESS AND STOCK-IN-TRADE</b>			
<b>Opening Stock</b>			
Scrap		10,00,000	10,00,000
<b>Total Opening Stock</b>		<b>10,00,000</b>	<b>10,00,000</b>
<b>Closing Stock</b>			
Scrap		10,00,000	10,00,000
<b>Total Closing Stock</b>		<b>10,00,000</b>	<b>10,00,000</b>
<b>Total (Increase)/Decrease in Stock</b>		<b>-</b>	<b>-</b>
<b>21. MANUFACTURING EXPENSES</b>			
Power and Fuel		-	10,40,599
Consumption of Stores and Spare		-	1,17,761
Repairs to machinery		9,19,319	35,91,896
<b>Total Operational Expenses</b>		<b>9,19,319</b>	<b>47,50,256</b>
<b>22. EMPLOYEE BENEFIT EXPENSES</b>			
a) Salary and Wages		13,87,648	34,27,908
b) Contribution to Provident and other funds		1,06,149	2,32,585
c) Workmen & Staff welfare expenses		35,525	31,384
<b>Total Employee Benefit Expenses</b>		<b>15,29,322</b>	<b>36,91,877</b>
<b>23. FINANCE COST</b>			
a) Interest Expense			
Interest on Term loans		-	15,10,050
Interest on Debentures		1,84,49,315	-
Interest on Bank Borrowings		-	11,24,725
Bank and Finance charges		200	3,12,091
<b>Total Finance Cost</b>		<b>1,84,49,515</b>	<b>29,46,866</b>
<b>24. OTHER EXPENSES</b>			
<b>Administrative, Selling and Other Expenses</b>			
Rates & Taxes		3,47,889	3,17,019
Insurance		-	1,10,582
Other repair and maintenance		12,858	1,75,078
Travelling and Conveyance		47,056	1,08,251
Vehicle upkeep and maintenance expenses		1,342	-
Postage, Telegrams and Telephones		30,338	1,16,818
Legal and professional fees and expenses		1,00,751	9,28,638
Charity and Donation		1,500	14,100
Auditors' Remuneration		-	70,000
Advertisement		1,43,251	-
Office Maintenance		15,840	-
Security Charges		4,12,668	21,45,191
Printing and Stationary		3,583	7,515
Miscellaneous Expenses		2,61,404	2,89,786
<b>Total Other Expenses</b>		<b>13,78,480</b>	<b>42,82,978</b>





## NOTICE

The Company gives notice that the 8<sup>th</sup> Annual General Meeting of the members of JITF Shipyards Limited will be held on 15<sup>th</sup> September, 2015 at A-1, UPSIDC Industrial Area, Nandgaon Road, Kosi Kalan, Mathura, Uttar Pradesh-281403 at 11.30 A.M to transact the following business:

### AS ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements comprising of Balance sheet of the Company for the Financial Year ended on 31<sup>st</sup> March, 2015 and the statement of Profit and Loss Account of the Company for the year ended on that date along with the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Deepak Goyal (Holding DIN No.: 00028315) who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint Auditors and fix their remuneration by passing the following resolution as an Ordinary Resolution with or without modification(s):

**"RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, M/s N.C. Aggarwal & Co. Chartered Accountants, (FRN 003273N) the retiring Auditors of the Company, be and is hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 10<sup>th</sup> AGM of the Company to be held in the Calendar year 2017 (subject to ratification of their re-appointment at every AGM), to examine and audit the accounts of the Company, on such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditors plus reimbursement of service tax, travelling and out-of pocket expenses."

### AS SPECIAL BUSINESS:

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

To increase Authorised Share Capital of the Company

**"RESOLVED THAT** pursuant to the provisions of Section 13, 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, the Authorized Share Capital of the Company be and is hereby increased from Rs. 6,00,00,000 consisting of 60,00,000 Equity Shares of Rs. 10/- each to Rs. 80,00,00,000 consisting of 8,00,00,000 Equity shares of Rs. 10/- each.

**RESOLVED FURTHER THAT** the capital clause of the Memorandum of Association of the Company be and is hereby amended to substitute the following in place of existing clause V:

V. "The Authorised Share Capital of the Company is Rs. 80,00,00,000 divided into 8,00,00,000 (Eight crore) Equity Shares of Rs. 10/- each.


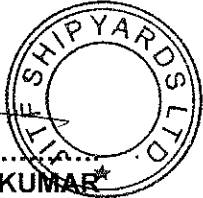


**RESOLVED FURTHER THAT** the Board of Directors of the company be and are hereby authorised to do all acts, deeds and things as are necessary to give effect to this resolution."

Place: New Delhi  
Dated: 17.08.2015

**BY ORDER OF THE BOARD OF DIRECTORS  
FOR JITF SHIPYARDS LIMITED**

Regd. Office:  
A-1, UPSIDC Industrial Area,  
Nandgaon Road,  
Kosi Kalan, Mathura  
Uttar Pradesh-281403  
CIN No.:  
U34109UP2007PLC069246  
Email Id:  
Info.Shipyards@jindalshipyards.com

  
  
.....  
**ALOK KUMAR**  
DIRECTOR  
(DIN No.: 00930344)  
Address: B-49 Kiran Garden,  
New Delhi, India-110059

**NOTES:**

1. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. Proxy in order to be effective must be received by the Company not less than 48 hours before the meeting.
2. Explanatory Statement under Section 102 of the Companies Act, 2013 relating to Special Business to be transacted at the meetings annexed hereto.
3. For the convenience of members the route map of the venue of the meeting is depicted at the end of the Notice



## EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

### Item No. 4:

The members are informed that Company has filed the Scheme of Arrangement with Jindal ITF Limited and JITF Urban Infrastructure Services Limited and their respective shareholders and creditors. The members are further informed that the Scheme has been approved by the Hon'ble High Court of Judicature at Allahabad ("Hon'ble High Court") on 03.08.2015. The Order approving the Scheme inter-alia directed the following:

1. Upon demerger of the Company from Jindal ITF Limited, the shares amounting to Rs. 67,13,86,530 consisting of 67138653 Equity Shares of 10/-each shall be transferred from Jindal ITF Limited to the Company.
2. There shall be a reduction in the in the Securities Premium Account of the Company from Rs.278,95,74,698/- to Rs.204,84,26,698/-

Since the Company does not have sufficient Authorised Capital to accommodate the increase of paid capital, the Board recommends the increase in the Authorised Share Capital of the Company from Rs. 6,00,00,000 consisting of 60,00,000 Equity Shares of Rs. 10/- each to Rs. 80,00,00,000 consisting of 8,00,00,000 Equity shares of Rs. 10/- each.

In order to increase the Authorised Share Capital, the Company needs to Comply with section 13 & 62 of the Companies Act, 2013 and rules framed there under.

The Company is also required to alter its Memorandum of Association by altering the existing clause V to enable to accommodate the increase in Authorized Share Capital of the Company

Accordingly, your Directors recommend passing of this resolution as Ordinary Resolution as set out in item no. 4 of the notice submitted to this meeting.

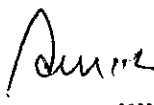
None of the Directors, Key Managerial Personnel (KMP) of the company and their relative(s) is in any way concerned or interested in the above referred resolution.

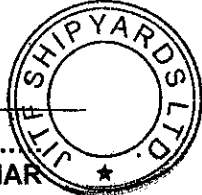
The above proposal is in the interest of the Company and the Directors recommend the Resolutions at Item No. 4 of the Notice for approval by the shareholders as Ordinary Resolution.

Place: New Delhi  
Dated: 17.08.2015

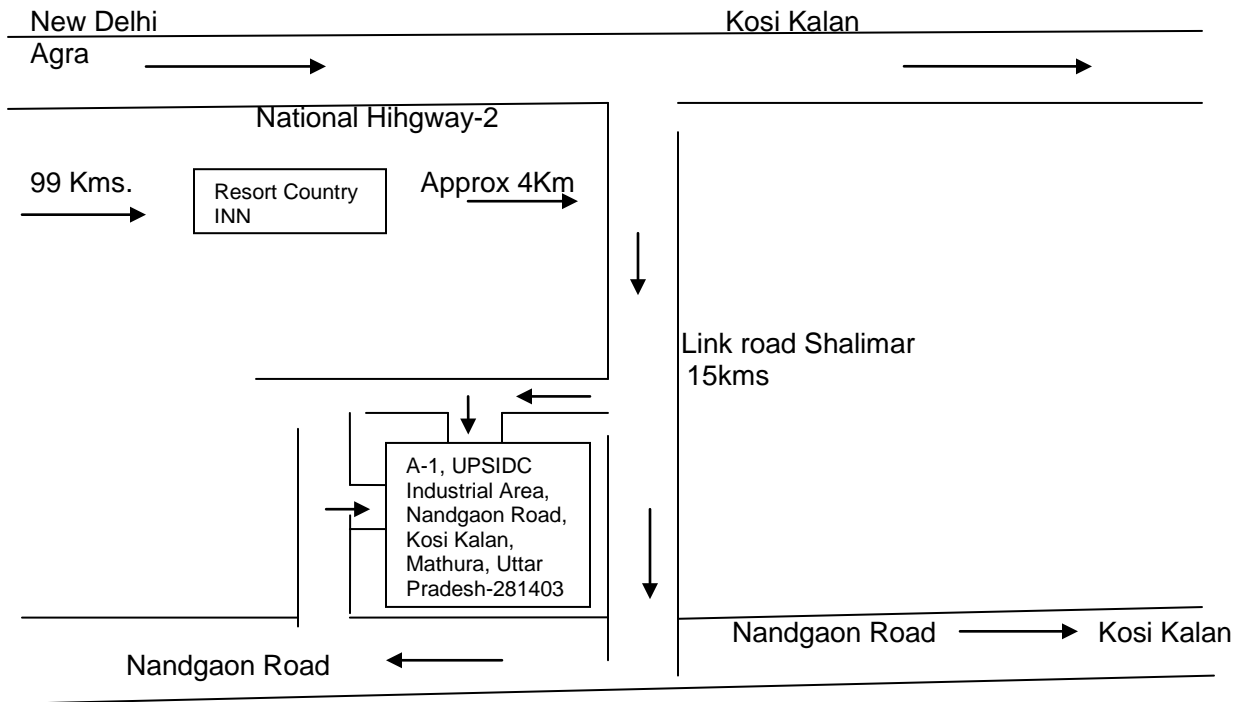
BY ORDER OF THE BOARD OF DIRECTORS  
FOR JITF SHIPYARDS LIMITED

Regd. Office:  
A-1, UPSIDC Industrial Area,  
Nandgaon Road,  
Kosi Kalan, Mathura  
Uttar Pradesh-281403  
CIN No.:  
U34109UP2007PLC069246  
Email Id:  
Info.Shipyards@jindalshipyards.com

  
.....  
ALOK KUMAR  
DIRECTOR  
(DIN No.: 00930344)  
Address: B-49 Kiran Garden,  
New Delhi, India-110059



### Route map to the venue of the meeting



## **JITF SHIPYARDS LIMITED**

### **DIRECTORS' REPORT**

Dear Shareholders,

Your Directors have pleasure in presenting the 8<sup>th</sup> Annual Report of the Company together with the Audited Statement of Accounts for Financial Year ("FY") 2014-2015 ended as at 31<sup>st</sup> March, 2015.

#### **1. Financial summary or highlights/Performance of the Company**

The comparative position of the working results for the year under report vis-à-vis earlier year is as under:

<b>Particulars</b>	<b>Current Year (Rs.)</b>	<b>Previous Year (Rs.)</b>
Paid up Capital	56,300,000	56,300,000
Share application money pending allotment	-	4,000,000
Reserves & Surplus	93,965,818	94,375,275
Secured Loans	-	105,80,000
Fixed Assets	475,044,646	48,55,27,886
Depreciation on fixed assets	10,534,256	313,390
Current Assets	31,115,298	16,01,73,892
Current Liabilities	6,004,299	2,43,41,774
Revenue	25,744,604	4,63,192
Profit/ (Loss)	(465,596)	(1,57,29,695)
Earning Per Share	(0.05)	(2.79)

#### **2. Brief description of the Company's working during the year/State of Company's affair**

Your Company during the period 2014-15, acquired 2 barges for NTPC. In FY 2014-15, your Company was full time involved in repairs and maintenance of 21 Vessels (Barges) procured for NTPC. The Company ensured that the vessels (barges) had 98% uptime during this period. In addition, it provided technical support Transshippers - Vighnraj and Yugalraj. Your Company also provided technical management for all the barges thus saving exchequer Rs 1.9 Crores per year. Savings in form of timely and before time repairs and maintenance has been to the tune of Rs 1.5 Crore per year.

#### **3. Dividend**

Commercial operations have not yet been started, therefore, no dividend is being recommended for the year 2014-15.

#### **4. Deposits**

The Company has neither accepted nor renewed any deposits during the year under review and there were also no past deposits in the company.

#### **5. Reserves**

Your Company has not recommended transferring any amount to reserves for the Financial Year 2014-15.

## **6. Extract of the Annual Return in Form MGT – 9**

The extracts of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 is furnished in **Annexure 1** and is attached to this Report.

## **7. Subsidiaries**

Your Company has following subsidiaries as on date:

1. Jindal Intellicom Limited and
2. JITF Coal Logistics Limited.

## **8. Directors & Key Managerial Personnel**

### **I. Retirement by Rotation**

In terms of provisions of section 152 of the Companies Act, 2013, Mr. Deepak Goyal (holding DIN: 00028315) shall retire by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment. Your directors recommend his reappointment at the ensuing Annual General Meeting.

### **II. Appointment of Company Secretary**

During the period, Mr. Nitish Kumar (ACS No.: 33380) who possesses appropriate skills, experience and knowledge in field of secretarial compliances as required for the functioning of Company's business was appointed as Company Secretary w.e.f. 05<sup>th</sup> March, 2015.

### **III. Cessation**

During the period, Mr. Anuj Kumar (holding DIN: 05295914) resigned from the Directorship of the Company w.e.f. 06<sup>th</sup> August, 2014.

## **9. Directors Responsibility Statement**

Pursuant to Section 134(3)(c) read with Section 134(5) of the Companies Act, 2013, for the Financial Year 2014-15, your Directors report as under:-

- (i) that in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures (if any);
- (ii) that the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the company for that period;
- (iii) that the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (iv) that the directors had prepared the annual accounts on a going concern basis, and
- (v) 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.

## **10. Number Of Board Meetings Conducted During The Year Under Review**

During the year 04 Board meeting were held.

During the financial year 1/4/2014 to 31/03/2015 following Meetings were held :-

<b>Date of Meetings</b>	<b>Director's present</b>
12.05.2014	1. Mr. Anuj Kumar 2. Mr. Alok Kumar 3. Mr. Deepak Goyal
06.08.2014	1. Mr. Alok Kumar 2. Mr. Deepak Goyal
25.11.2014	1. Mr. Sunil Kumar Jain 2. Mr. Alok Kumar 3. Mr. Deepak Goyal
05.03.2015	1. Mr. Sunil Kumar Jain 2. Mr. Alok Kumar 3. Mr. Deepak Goyal

The attendance of each of the Directors during the year is as follows:-

<b>S.No.</b>	<b>Name of Directors</b>	<b>No. of Board Meetings attended</b>
1.	Mr. Sunil Kumar Jain	2
2.	Mr. Anuj Kumar	1
3.	Mr. Alok Kumar	4
4.	Mr. Deepak Goyal	4

Resolutions passed by circulation during the year were duly noted at the meeting of the Board of Directors. Your Board of Directors meets as and when necessary for the proper functioning of the Company.

## **11. Statutory Auditors**

M/s. N.C. Aggarwal & Company, Chartered Accountants, (ICAI Firm Registration No. 003273N) the Statutory Auditors of the Company was appointed to hold office till the conclusion of the 8th Annual General Meeting. Their continued appointment is subject to ratification of the shareholders in the ensuing AGM in terms of Section 139 of the Companies Act, 2013.

M/s N.C. Aggarwal & Company have expressed their willingness continue in office and has furnished a certificate of their eligibility and consent under Section 141 of the Companies Act, 2013 and the rules framed there under.

The Auditors' Report to the shareholders for the year under review does not contain any qualification or adverse remark.

The Board considers the continuation of M/s. N.C. Aggarwal & Company in office in the larger interest of the Company and therefore, recommends approval of resolution for ratification of their continuation in office for F.Y. 2015-16.

## **12. Material changes and commitments affecting the financial position of the Company**

### **I. Restructuring Activity**

The management of your Company has decided for restructuring keeping in view the business interests of the Company.

### **II. Change in Management of the Company**

During the Year, your Company transfers its entire shares from Jindal ITF Limited to Jindal Saw Limited making the Company wholly owned subsidiary of Jindal Saw Limited w.e.f.30<sup>th</sup> January, 2015.

### **III. Shifting of Registered Office from One State to another**

During the period under review, your Company has shifted its Registered Office address from NCT of Delhi, i.e. from Jindal ITF Centre, 28, Shivaji Marg, New Delhi-110015 to the State of Uttar Pradesh, i.e. at A - 1, UPSIDC Industrial Area, Nandgaon Road, Kosi Kalan, District Mathura (U.P.) – 281403 w.e.f. 02<sup>nd</sup> March, 2015.

## **13. Particulars of loans, guarantees or investments u/s 186.**

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

## **14. Particulars of Related Party Transactions**

All Related Party Transactions that were entered into during the financial year were on an arm's length basis, in the ordinary course of business and were in compliance with the applicable provisions of the Companies Act, 2013. There were no materially significant Related Party Transactions made by the Company with Promoters, Directors, Key Managerial Personnel which may have a potential conflict with the interest of the Company at large. Details of the transactions with Related Parties are provided in the accompanying financial statements.

## **15. Details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future**

There is/are no such order by any regulators or courts or tribunals impacting the going concern status and company's operations in future which effect going concern basis of the company

## **16. Details in respect of adequacy of internal financial controls with reference to the Financial Statements.**

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

Board of directors, management, and other personnel, designed to provide reasonable assurance regarding the achievement of objectives relating to operations, reporting, and compliance etc .

## **17. Particulars of Employees**

The Company has not employed any individual whose remuneration falls within the purview of the limits prescribed under the provisions of Section 197 of the Companies Act, 2013, read with Rule 5(2) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

## **18. Conservation of Energy, Technology Absorption, Foreign Exchange Earning And Outgo**

As required under Section 134(3)(m) of the Companies Act, 2013, read with Clause 8(3) of The Companies (Accounts) Rule, 2014, information relating to conservation of energy, technology absorption and foreign exchange earnings and outgo is as under:

Conservation of energy and Technology Absorption:-

- (i) For the vessels strict control has been maintained with regard to fuel consumption of the Vessels. Volvo Penta engines Superior technology used on the vessels which are energy efficient.
- (ii) In office as a standard practice lights and AC's / fans are switched off. In shipyard, during non productivity time, equipment, DG's, machinery not required are switched off.

There are no foreign exchange earnings and outgo during the financial year ended 31<sup>st</sup> March 2015.

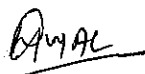
## **19. Risk Management Policy**

Risk Management policy for the vessels as well as shipyard has been prepared and promulgated. Monthly returns are filed with regard to accidents, incidents etc and corrective action instituted.

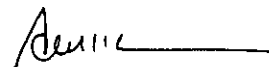
## **20. Acknowledgement**

Your Directors place on record their sincere appreciation for the continued support from shareholders, customers, suppliers, banks & financial institutions and other business associates. A particular note of thanks to all employees of your Company, without whose contribution, your Company could not have achieved the year's performance.

On behalf of the Board of Directors of  
JITF Shipyards Limited



.....  
Deepak Goyal  
Director  
(DIN No: 00028315)  
Flat No. 5, GF, Plot No.  
41, Road No. 41, Punjabi  
Bagh West, N.D - 110026



.....  
Alok Kumar  
Director  
(DIN No: 00930344)  
B-49, Kiran Garden,  
New Delhi- 110059

Place : New Delhi  
Dated: 17.08.2015

## Form No. MGT-9

**EXTRACT OF ANNUAL RETURN**as on the financial year ended on 2014-2015

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

**I. REGISTRATION AND OTHER DETAILS:**

i.	<b>CIN</b>	U34109UP2007PLC069246
ii.	<b>Registration Date</b>	29.03.2007
iii.	<b>Name of the Company</b>	JITF Shipyards Limited
iv.	<b>Category / Sub-Category of the Company</b>	Company having Share Capital
v.	<b>Address of the Registered office and contact details</b>	A-1, UPSIDC Industrial Area, Nandgaon Road, Kosi Kalan, Distt. Mathura, Uttar Pradesh – 281403.  Mr. Alok Kumar, Authorised Signatory  Contact No. 011-66463983/84
vi.	<b>Whether listed company Yes / No</b>	NO
vii.	<b>Name, Address and Contact details of Registrar and Transfer Agent, if any</b>	Alankit Assignments, 2E/21, Jhandewalan Extn., New Delhi-110055. Contact No.011-42541234

**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:-

Sl. NO	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1.	<b>Building of ships</b>	<b>3011</b>	100%

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES –**

S.NO	NAME OF THE COMPANY	ADDRESS	CIN/GLN	HOLDING/ SUBSIDIARY / ASSOCIATE	% of shares Held	Applicable Section
1	Jindal Saw Limited	A-1, UPSIDC Industrial Area ,Nandgaon Road, Kosi Kalan, Mathura Uttar Pradesh-281403	L27104UP1984PLC 023979	Holding Company	100%	2(46)
2.	JITF Coal Logistics Limited	A-1, UPSIDC Industrial Area ,Nandgaon Road, Kosi Kalan, Mathura Uttar Pradesh-281403	U61200UP2011PLC 069643	Subsidiary Company	100%	2(87)
3.	Jindal Intellicom Limited	28, Shivaji Marg , New Delhi-110015.	U74899DL1988PLC 033588	Subsidiary Company	100%	2(87)

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

**i) Category-wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) INDIAN</b>									
a) Individual/HUF	.....	100	0.001%	100	0.001%	100	0.001%	100	
b) Central Govt	.....	.....	.....	.....	.....	.....	.....	.....	
c) State Govt (s)	.....	.....	.....	.....	.....	.....	.....	.....	
d) Bodies Corp	5629400	--	<b>5629400</b>	99.99%	5629400	--	<b>5629400</b>	99.99%	
e) Banks / FI	.....	.....	.....	.....	.....	.....	.....	.....	
f) Any Other	.....	.....	.....	.....	.....	.....	.....	.....	
<b>Sub-total (A) (1):-</b>	5629400	--	<b>5629400</b>	99.99%	5629400	--	<b>5629400</b>	99.99%	
<b>(2) Foreign</b>	....	....	....	....	....	....	....	....	
a) NRIs -	.....	.....	.....	.....	.....	.....	.....	.....	
Individuals	.....	.....	.....	.....	.....	.....	.....	.....	
b) Other – Individuals	.....	.....	.....	.....	.....	.....	.....	.....	
c) Bodies Corp.	.....	.....	.....	.....	.....	.....	.....	.....	
d) Banks / FI	.....	.....	.....	.....	.....	.....	.....	.....	
e) Any Other....	.....	.....	.....	.....	.....	.....	.....	.....	
<b>Sub-total (A) (2):-</b>	.....	.....	.....	.....	.....	.....	.....	.....	
<b>Total shareholding of Promoter (A)= (A)(1)+(A)(2)</b>	5629400	600	<b>5630000</b>	100%	5629400	600	<b>5630000</b>	100%	

<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds									
b) Banks / FI	....	....	....	....	....	....	....	....	....
c) Central Govt	.....	.....	.....	.....	.....	.....	.....	.....	.....
d) State Govt(s)	....	....	....	....	....	....	....	....	....
e) Venture Capital Funds	.....	.....	.....	.....	.....	.....	.....	.....	.....
f) Insurance Companies	....	....	....	....	....	....	....	....	....
g) FIs	.....	.....	.....	.....	.....	.....	.....	.....	.....
h) Foreign Venture Capital Funds	.....	.....	.....	.....	.....	.....	.....	.....	.....
i) Others (specify)	.....	.....	.....	.....	.....	.....	.....	.....	.....
<b>Sub-total (B)(1):-</b>	.....	.....	.....	.....	.....	.....	.....	.....	.....
<b>2. Non-Institutions</b>	....	....	....	....	....	....	....	....	....
a) Bodies Corp.	....	....	....	....	....	....	....	....	....
i) Indian	.....	.....	.....	.....	.....	.....	.....	.....	.....
ii) Overseas	.....	.....	.....	.....	.....	.....	.....	.....	.....
b) Individuals	.....	.....	.....	.....	.....	.....	.....	.....	.....
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	....	....	....	....	....	....	....	....	....
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	.....	.....	.....	.....	.....	.....	.....	.....	.....
c) Others (specify)	.....	.....	.....	.....	.....	.....	.....	.....	.....
<b>Sub-total (B)(2):-</b>	.....	.....	.....	.....	.....	.....	.....	.....	.....
<b>Total Public Shareholding (B)=(B)(1)+ B)(2)</b>									
C. Shares held by Custodian for GDRs & ADRs									
<b>Grand Total (A+B+C)</b>	5629400	600	<b>5630000</b>	100%	5629400	600	<b>5630000</b>	100%	

(ii) Shareholding of Promoters

SI.NO	SHAREHOLDER'S NAME	Shareholding at the beginning of the year			Share holding at the end of 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	% change in share holding during the year
1.	Ms. Sminu Jindal*#	100	0.001%		100	0.001%	Nil	Nil
2.	Mr. Indresh Batra*#	100	0.001%		--	--		
3.	M/s Manjula Finances Ltd*	100	0.001%		--	--		
4.	M/s Renuka Financial Services Ltd*	100	0.001%		--	--		
5.	M/s Goswami Investment & Credits Ltd.*	100	0.001%		--	--		
6.	Jindal ITF Limited	100	0.001%		--	--		
7.	Mr. Prithvi Raj Jindal*#	100	0.001%		100	0.001%		
8.	Mr.Sunil Kumar Jain*#	100	0.001%		100	0.001%		
9.	Mr. N.K. Agarwal*	--	--		100	0.001%		
10.	Mr. Vinay Gupta*	--	--		100	0.001%		
11.	Mr. Rajeev Goyal*	--	--		100	0.001%		
12.	Jindal Saw Limited	--	--		5629400	99.99%		
		<b>5630000</b>	100%		<b>5630000</b>	100%		

\* As nominees of Jindal Saw Limited

# As nominees of Jindal ITF Limited

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

SI. 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
	At the beginning of the year	<b>5629400 Equity Shares were held by Jindal ITF Limited</b>	99.99%	<b>5629400 Equity Shares held by Jindal ITF Limited has been transferred to Jindal Saw Limited on 30th January, 2015.</b>	99.99%
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment/ transfer/ bonus/sweat equity etc):	5629400 Equity Shares held by Jindal ITF Limited has been transferred to Jindal Saw Limited on 30th January, 2015.			
	AT THE END OF THE YEAR	<b>5629400 Equity Shares were held by Jindal Saw Limited</b>	99.99%		

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

SI.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
	<b>For Each of the Top 10 Shareholders</b>				
	At the beginning of the year				
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment/ transfer/ bonus/sweat equity etc)	<b>NIL</b>			
	At the End of the year ( or on the date of separation, if separated during the year)				

(v) Shareholding of Directors and Key Managerial Personnel:

Sl. NO		Name of KMP and Directors	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
	<b>For Each of the Directors and KMP</b>	<b>Mr. Sunil Kumar Jain</b>				
2.	At the beginning of the year		nil	nil	100	0.001%
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease(e.g. allotment/ transfer/ bonus/sweat equity etc)					
	At the End of the year		nil	nil	100	0.001%

\* held as nominees of Jindal Saw Limited

**V. INDEBTEDNESS (in lakhs)**

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	1.45	-	-	1.45
ii) Interest due but not paid	-		-	-
iii) Interest accrued but not due	-		-	-
<b>Total (i+ii+iii)</b>	<b>1.45</b>	<b>-</b>	<b>-</b>	<b>1.45</b>
<b>Change in Indebtedness during the financial year -</b>				
Addition	-	-	-	-
Reduction	1.45	-	-	1.45
<b>Net Change</b>	<b>(1.45)</b>	<b>-</b>	<b>-</b>	<b>(1.45)</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	0.00	-	-	0.00
ii) Interest due but not paid	-	-	-	-

iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>0.00</b>	-	-	<b>0.00</b>

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. *Remuneration to Managing Director, Whole-time Directors and/or Manager:* Company don't have any Managing Director, Whole time Directors and/or Manager for this year

SI.NO	Particulars of Remuneration	Name of MD/WTD/ Manager	Total amount
	Total (A)	....	....

B. *Remuneration to other directors:* Directors of the Company are on non- remuneration basis.

SI. NO	Particulars of Remuneration	Name of Directors			Total Amount
		Mr. Deepak Goyal	Mr. Alok Kumar	Mr. Sunil Kumar Jain	
	1. Executive Directors				
	• Fee for attending board Meeting	....	....	....	
	• Fees for attending Committee meetings				
	Commission				
	Others, please specify				
	<b>Total (1)</b>	.....	.....	.....	.....
	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:*

SI.NO	Particulars of Remuneration	Key Managerial Personnel			Total Amount
		Mr. Nitish Kumar (Company Secretary)			

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	Rs. 41127			Rs. 41127
2.	Stock Option	Nil			
3.	Sweat Equity				
4.	Commission - as % of profit - others, specify...				
5.	Others, please Specify				
	TOTAL				

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:** There were no penalties/ punishment/ Compounding of offences for the year ending 2014-2015.

## **INDEPENDENT AUDITORS' REPORT**

**To**  
**The Members of JITF SHIPYARDS LIMITED**

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

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

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

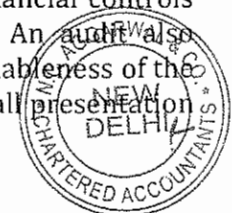
The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in 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.

### **Auditors' 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, 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 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 31<sup>st</sup> March, 2015 and its loss and its cash flows for the year ended on that date.

**Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 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 the 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 sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
  - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
  - (e) On the basis of the written representations received from the directors as on 31<sup>st</sup> March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
  - (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company does not have any pending litigations as on 31<sup>st</sup> March, 2015.
    - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.



**N.C. AGGARWAL & CO.**  
**CHARTERED ACCOUNTANTS**

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iii. There were no amount payable which is required to be transferred by the company to the Investor Education and Protection Fund.

For N.C. Aggarwal & Co.  
Chartered Accountants  
Firm Registration No. 003273N



G. K. Aggarwal  
Partner  
Membership No.0866230



Date:6<sup>th</sup> May, 2015  
Place: New Delhi

**ANNEXURE TO INDEPENDENT AUDITORS' REPORT**

(Annexure referred to in our report of even date to the members of **JITF SHIPYARDS LIMITED** on the accounts for the year ended 31<sup>st</sup> March, 2015)

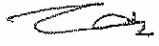
1. (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.  
  
(b) The fixed assets of the Company have been physically verified by the management during the year and we are informed that no serious discrepancies have been noticed by the management on such verification.
2. (a) As explained to us, the management during the year has physically verified inventories. In our opinion, the frequency of verification is reasonable.  
  
(b) According to the information and explanation given to us, the procedures of physical verification of stock followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.  
  
(c) On the basis of our examination of the inventory records, in our opinion, the Company is maintaining records of the inventories. There have been no discrepancies noticed during physical verification of inventories not have inventory. Accordingly, the provision of clause 3(ii) (b) & (c) of the Companies (Auditor's Report) Order, 2015 are not applicable to the company.
3. According to the information and the explanations given to us, the company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act 2013. Accordingly, the provisions of clause 3(iii) (a) and (b) of the order are not applicable to the company and hence not commented upon.
4. In our opinion and according to information and explanations given to us, having regard to the explanation that some of the items purchased are of special nature and suitable alternative sources do not exist for obtaining comparable quotations, there are adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchases of inventories, fixed assets and with regard to the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal controls.
5. According to the information given to us, the Company has not accepted any deposits from the public in accordance with the provisions of section 73 to 76 of the Act and rules framed there under.
6. To the best of our knowledge and as explained, the maintenance of cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 is not applicable to the company.



**N.C. AGGARWAL & CO.**  
**CHARTERED ACCOUNTANTS**

7. (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues wherever applicable to the company have been regularly deposited with the appropriate authorities and there are no undisputed dues outstanding as at 31<sup>st</sup> March, 2015 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, there are no material dues in respect of income-tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise and value added tax wherever applicable to the company which have not been deposited with the appropriate authorities on account of any dispute.
- (c) There is no amount payable towards investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made there under. Hence clause 3(vii) (c) of the Order is not applicable to the company.
8. The Company's accumulated losses at the year end, i.e. as at March 31, 2015 is not more than fifty per cent of its net worth. The Company has not incurred cash loss during the financial year ended March 31, 2015 however there are cash losses in the immediately preceding financial year.
9. According to the records of the Company examined by us and the information and explanations given to us, the Company has not defaulted in repayment of dues to the bank. The company has not taken any loan from financial institution and Debenture holders.
10. According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.
11. According to the information and explanation furnished to us, the term loan taken from bank have been applied for the purpose for which they were received, other than temporary deployment pending application.
12. During the course of our examination of the books and records of the Company, and according to the information and explanations given to us by the management, we report that no fraud on or by the Company has been noticed or reported during the course of our audit.

For N.C. Aggarwal & Co.  
Chartered Accountants  
Firm Registration No. 003273N

  
G. K. Aggarwal  
Partner  
Membership No. 086622  
Date: 6<sup>th</sup> May, 2015  
Place: New Delhi



**JITF Shipyards Limited**  
**Balance Sheet as at 31st March, 2015**  
**CIN No.U34109UP2007PLC069246**

(Amount in Rs.)

Particulars	Note No	As at 31st March 2015	As at 31st March 2014
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholders' Funds</b>			
(a) Share Capital	1	56,300,000	56,300,000
(b) Reserves and Surplus	2	93,965,818	94,375,275
<b>(2) Share Application money pending allotment</b>	3	-	4,000,000
<b>(3) Non-current liabilities</b>			
(a) Long-term borrowings	4	-	10,580,000
(b) Other Long term liabilities	5	651,883,018	460,000,000
(c) Long-term provisions	6	751,720	126,170
<b>(4) Current liabilities</b>			
(a) Short-term borrowings	7	-	9,508,436
(b) Trade payables	8	4,500	1,159,247
(c) Other current liabilities	9	5,970,914	13,343,790
(d) Short-term provisions	10	28,885	330,301
<b>Total Equity and Liabilities</b>		<b>808,904,855</b>	<b>649,723,219</b>
<b>II. ASSETS</b>			
<b>(1) Non-current assets</b>			
(a) <b>Fixed Assets</b>	11		
(i) Tangible assets		142,008,462	152,652,313
(ii) Intangible assets		1,739	5,706
(iii) Capital work-in-progress		333,034,445	332,869,867
(b) Non-current investments	12	109,254,470	-
(c) Long-term loans and advances	13	193,490,441	4,021,441
<b>(2) Current assets</b>			
(a) Current investments	14	-	30,366,996
(b) Inventories	15	1,025,200	1,000,000
(c) Trade Receivables	16	8,495,647	-
(d) Cash and Bank Balances	17	12,346,386	1,697,078
(e) Short-term loans and advances	18	8,569,882	127,109,818
(f) Other current assets	19	678,183	-
<b>Total Assets</b>		<b>808,904,855</b>	<b>649,723,219</b>

**Significant accounting policies and notes to the financial statements**

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In terms of our report of even date annexed hereto

For N.C. AGGARWAL & CO.

Chartered Accountants

Firm Registration No. 003273

G.K.AGGARWAL

Partner

M.No.086622

Place: New Delhi

Dated 6th May,2015



For and on behalf of the Board Of Directors of  
**JITF Shipyards Limited**

*[Signature]*

Sunil Kumar Jain

Director

DIN - 01308863

*[Signature]*

Alok Kumar

Director

DIN - 00930344

*[Signature]*

Nitish Kumar

Company Secretary

M. No. A33380

**JITF Shipyards Limited****Statement of Profit and Loss for the year ended 31st March, 2015**

(Amount in Rs.)

Particulars	Note No.	For the Year ended 31st March 2015	For the Year ended 31st March 2014
<b>Income</b>			
(I) Revenue from Operation	20	18,782,904	-
(II) Other income	21	6,961,700	463,192
(III) <b>Total Revenue</b>		<b>25,744,604</b>	<b>463,192</b>
<b>Expenses:</b>			
Changes in inventories of finished goods, work in progress and Stock-in-trade	22	-	-
Manufacturing Expenses	23	4,750,256	1,125,102
Employee benefits expense	24	3,691,877	6,217,178
Finance costs	25	2,946,866	3,939,555
Depreciation and amortization expense	26	10,538,223	315,579
Other Expenses	27	4,282,978	4,595,473
(IV) <b>Total Expenses</b>		<b>26,210,200</b>	<b>16,192,887</b>
(V) <b>Profit/(Loss) before tax (III-IV)</b>		(465,596)	(15,729,695)
(VI) Tax expense:			
Current tax		-	-
(VII) <b>Profit/(Loss) for the year</b>		<b>(465,596)</b>	<b>(15,729,695)</b>
(VIII) Earnings per equity share of Face value of Rs.10/- each			
(1) Basic		(0.05)	(2.79)
(2) Diluted		(0.05)	(2.79)

**Significant accounting policies and notes to the financial statements** 28

In terms of our report of even date annexed hereto

For **N.C. AGGARWAL & CO.**  
Chartered Accountants  
Firm Registration No. 003273N

**G.K. AGGARWAL**  
Partner  
M.No.086622  
Place : New Delhi  
Dated: 6th May,2015



For and on behalf of the Board Of Directors of  
**JITF Shipyards Limited**

**Sunil Kumar Jain**  
Director  
DIN - 01308863

**Alok Kumar**  
Director  
DIN - 00930344

**Nitish Kumar**  
Company Secretary  
M. No. A33380

**JITF Shipyards Limited****Cash Flow Statement for the year ended March 31, 2015**

(Amount in Rs.)

Particulars	For the year ended 31st March,2015	For the year ended 31st March,2014
<b>A. CASH FLOWS FROM OPEARTING ACTIVITIES:</b>		
Net Profit/(loss) Before Income taxes	(465,596)	(15,729,695)
Adjustment for:		
Depreciation	10,538,223	315,579
Miscellaneous expenditure written off	-	93,168
Interest Paid	2,634,775	1,620,379
Interest Income	(753,537)	(76,112)
Dividend Income	(1,352,493)	(366,996)
<b>Operating profit before working capital changes</b>	<b>10,601,372</b>	<b>(14,143,677)</b>
Loans and advances	(70,478,646)	(118,069,731)
Inventories	(25,200)	-
Trade and Other Receivable	(8,495,649)	124,800,000
Current Liabilities and other Payables	187,776,588	339,833,884
<b>Cash generated from operations</b>	<b>119,378,465</b>	<b>332,420,476</b>
Direct taxes paid	(284,683)	(8,763)
<b>Net cash Inflow/(Outflow) from operating activities</b>	<b>119,093,782</b>	<b>332,411,713</b>
<b>B. CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Interest received	75,354	400,709
Dividend Received	1,352,493	366,996
(Purchase) of Investment	(109,254,470)	(30,366,996)
Sale of Mutual Fund	30,366,996	-
Sale/(Purchase) of fixed assets(net)	(164,577)	-
<b>Net cash (Outflow) from investing activities</b>	<b>(77,624,204)</b>	<b>(29,599,291)</b>
<b>C. CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Interest Paid	(2,803,834)	(1,451,320)
Refund of Share Application Money	(4,000,000)	(301,400,000)
Repayment of Term Loan	(14,508,000)	(4,048,029)
Increase/(Decrease) in short term borrowings	(9,508,436)	(2,262,098)
<b>Net cash Inflow from financing activities</b>	<b>(30,820,270)</b>	<b>(309,161,447)</b>
<b>Net changes in cash and cash equivalents</b>	<b>10,649,308</b>	<b>(6,349,025)</b>
Cash and cash equivalents at beginning of the year	1,697,078	8,046,103
<b>Cash and cash equivalents at end of the year</b>	<b>12,346,386</b>	<b>1,697,078</b>

Note:

- Cash and cash equivalents (closing balance) includes other Bank Balance of Rs. 1,00,00,000/- (Previous Year Rs. Nil)
- Previous Year figures have been regrouped wherever considered necessary.

As per our report of even date

**For N. C. Aggarwal & Co.**

Chartered Accountants

Firm Registration No: 003273N

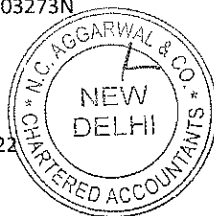
**G.K. Aggarwal**

Partner

Membership No. 086622

Place: New Delhi

Dated: 6th May,2015

For and on behalf of the Board of Directors of  
**JITF Shipyards Limited****Sunil Kumar Jain**

Director

DIN - 01308863

**Alok Kumar**

Director

DIN - 00930344

**Nitish Kumar**  
Company Secretary

M. No. A33380

**JITF Shipyards Limited**  
**Notes forming part of Balance sheet and Statement of Profit and Loss**

DESCRIPTION	(Amount in Rs.)	
	As at 31st March 2015	As at 31st March 2014
<b>1 SHARE CAPITAL</b>		
(a) <b>AUTHORISED SHARE CAPITAL</b>		
6,000,000 Equity Shares of Rs. 10/- each	6,00,00,000	6,00,00,000
(b) <b>ISSUED, SUBSCRIBED AND PAID UP CAPITAL</b>		
5,630,000 Equity Shares of Rs.10/-each fully paid up	5,63,00,000	5,63,00,000
(c) <b>RECONCILIATION OF THE NUMBER OF SHARES OUTSTANDING AT THE BEGINNING AND AT THE END OF THE YEAR</b>		
Shares outstanding at the beginning of the year	56,30,000	56,30,000
Add: Shares issued during the year	-	-
Shares outstanding at the end of the year	<b>56,30,000</b>	<b>56,30,000</b>
(d) <b>SHARE OF THE COMPANY HELD BY :-</b>	<b>No of Shares</b>	<b>No of Shares</b>
Jindal ITF Limited	-	56,30,000
Jindal Saw Limited	56,30,000	-
(e) <b>SHARES IN THE COMPANY HELD BY EACH SHAREHOLDER HOLDING MORE THAN 5% SHARES ARE AS UNDER:</b>		
<b>Name of the Shareholder</b>		
<b>Jindal ITF Limited*</b>		
No. of Shares Held	-	56,30,000
% of Holding	-	100%
<b>Jindal Saw Limited*</b>		
No. of Shares Held	56,30,000	-
% of Holding	100%	-
* Including 600 Shares held by Person/Companies as nominee of Jindal Saw Ltd (Previous year 700 held by Person/Companies as nominee of Jindal ITF Ltd.)		
(f) <b>Terms/Rights attached to Equity Shares</b>		
The Company has only one class of equity shares having a par value of Rs.10/- per equity share. Each equity shareholder is entitled to one vote per share.		
<b>2 RESERVES AND SURPLUS</b>		
(a) <b>SECURITIES PREMIUM ACCOUNT</b>		
As per last account	11,16,00,000	11,16,00,000
<b>Closing Balance</b>	<b>11,16,00,000</b>	<b>11,16,00,000</b>
(b) <b>PROFIT AND LOSS ACCOUNT</b>		
Profit/(Loss) Brought Forward	(1,72,24,725)	(14,95,030)
Less: Adjustment of Depreciation as per Revised Companies Act, 2013 where useful life of asset is Nil	(1,09,594)	-
Add:-Profit /(Loss) after tax for the year	(4,65,596)	(1,57,29,695)
Add:Previous year tax adjustment	1,65,733	-
<b>Closing Balance</b>	<b>(1,76,34,182)</b>	<b>(1,72,24,725)</b>
<b>Total Reserves and Surplus (a+b)</b>	<b>9,39,65,818</b>	<b>9,43,75,275</b>
<b>3 SHARE APPLICATION MONEY PENDING ALLOTMENT</b>	-	40,00,000
	-	40,00,000
<b>4 LONG-TERM BORROWINGS</b>		
<b>SECURED LONG TERM BORROWINGS</b>		
<b>TERM LONG TERM BANKS</b>		
Rupee Term Loan*	-	1,05,80,000
<b>Total Long Term Borrowings</b>	-	<b>1,05,80,000</b>

\*Term loan from United Bank of India of Rs.2.75 crore carried interest@13.70 %. Term loan was secured by hypothecation of company's all movable plant and machineries, electrical fittings, furnitures, fittings and all other movable fixed assets, both present and future.



**JITF Shipyards Limited**  
**Notes forming part of Balance sheet and Statement of Profit and Loss**

(Amount in Rs.)

<u>DESCRIPTION</u>	As at 31st March 2015	As at 31st March 2014
<b>5 OTHER LONG TERM LIABILITIES</b>		
<b><u>Advance for Land Purchase</u></b>		
From Related Party		
-Jindal Saw Limited	521,883,018	330,000,000
From Others	130,000,000	130,000,000
<b>Total Other Long Term Liabilities</b>	<b>651,883,018</b>	<b>460,000,000</b>
<b>6 LONG TERM PROVISIONS</b>		
For Employee Benefits		
Gratuity	361,040	74,800
Leave Encashment	390,680	51,370
<b>Total Long Term Provisions</b>	<b>751,720</b>	<b>126,170</b>
<b>7 SHORT TERM BORROWINGS</b>		
<b><u>SECURED</u></b>		
Working Capital Loan*	-	9,508,436
<b>Total Short Term Borrowings</b>	<b>-</b>	<b>9,508,436</b>
*Working capital loan was secured by hypothecation of company's entire current assets including inventories, receivables other current assets and operating cash flow, both present and future and carried interest @ 13.50% p.a.		
<b>8 TRADE PAYABLES*</b>		
Dues to other than Micro and Small enterprises*	4,500	1,159,247
<b>Total Trade Payables</b>	<b>4,500</b>	<b>1,159,247</b>
*There are no Micro and Small Enterprises, to whom the Company owes dues as at 31st March 2015. This Information as Required to be disclosed under the Micro, Small and Medium Enterprises Development Act 2006 has been Determined to the extent such Parties have been Identified on the basis of information available with the Company.		
<b>9 OTHER CURRENT LIABILITIES</b>		
a) Current maturities of Long term debt.	-	3,928,000
b) Interest accrued and due	-	169,059
c) Other payable		
Statutory Dues	364,925	90,936
Capital Creditors	3,188,860	3,188,860
Due to Employees	30,212	2,700
Due to others	2,386,917	5,964,235
<b>Total Other Current Liabilities(a+b+c)</b>	<b>5,970,914</b>	<b>13,343,790</b>
<b>10 SHORT TERM PROVISIONS</b>		
(a) For Employee Benefits		
Gratuity	10,199	2,256
Leave Encashment	18,686	3,045
(b) Others		
Income Tax Provision	-	325,000
<b>Total Short Term Provisions(a+b)</b>	<b>28,885</b>	<b>330,301</b>



**JITF Shipyards Limited**

**Notes forming part of Balance sheet and Statement of Profit and Loss**

**Note-11**

**FIXED ASSETS**

Sr. No.	Fixed Assets	Gross Block			Accumulated Depreciation			Net Block	
		Balance as at 1st April 2014	Additions/ (Disposals)	As at 31st March 2015	Balance as at 1st April 2014	Depreciation during the year	Other Adjustment	As at 31st March 2015	Balance as at 31st March 2014
<b>A</b>	<b>Tangible Assets</b>								
	Leasehold Land	42,708,742	-	42,708,742	-	9,490,800	-	9,490,800	42,708,742
	Freehold Land	100,387,273	-	100,387,273	-	-	-	100,387,273	100,387,273
	Plant and Equipment	9,445,300	-	9,445,300	1,750,279	674,633	-	2,424,912	7,695,021
	Electrical Installation and Equipments	1,984,227	-	1,984,227	665,234	213,230	-	878,464	1,318,993
	Furniture and Fixtures	60,000	-	60,000	14,703	6,901	-	21,604	45,297
	Vehicles	474,465	-	474,465	202,895	70,841	-	273,736	271,570
	Computer	433,628	-	433,628	302,353	109,594	-	411,947	131,275
	Office equipment	115,690	-	115,690	21,548	77,852	-	99,400	94,142
	<b>Total</b>	<b>155,609,325</b>	<b>-</b>	<b>155,609,325</b>	<b>2,957,012</b>	<b>10,643,850</b>	<b>-</b>	<b>13,600,863</b>	<b>152,652,313</b>
<b>B</b>	<b>Intangible Assets</b>								
	Computer Software	13,500	-	13,500	7,794	3,967	-	11,761	5,706
	<b>Total</b>	<b>13,500</b>	<b>-</b>	<b>13,500</b>	<b>7,794</b>	<b>3,967</b>	<b>-</b>	<b>11,761</b>	<b>5,706</b>
	<b>Total (A+B)</b>	<b>155,622,825</b>	<b>-</b>	<b>155,622,825</b>	<b>2,964,806</b>	<b>10,647,817</b>	<b>-</b>	<b>13,612,624</b>	<b>152,658,019</b>
	<b>Previous Year</b>	<b>155,627,125</b>	<b>(4,300)</b>	<b>155,622,825</b>	<b>2,653,527</b>	<b>315,579</b>	<b>4,300</b>	<b>2,964,806</b>	<b>152,658,019</b>

**Note:**

Depreciation during the year includes Rs. 109594/- as per Schedule-II of the Companies Act, 2013 where remaining useful life of the asset is Nil, the effect of which has been adjusted against balance of retained earnings.



Note - 12

**NON-CURRENT INVESTMENTS**

Sr. No.	PARTICULARS	As at 31st March 2015		As at 31st March 2014			
		Nos.	Face Value (Rs.)	Amount (Rs.)	Nos.	Face Value (Rs.)	Amount (Rs.)
A	<p><u>Non-Current Investments</u>  <u>( At Cost Less Provision )</u>  <u>Equity Shares Fully Paid Up of Subsidiary Company - Unquoted</u>                      Investment in Jindal Intellicom Ltd                      Investment in JITF Coal Logistics Ltd</p>	<p>10,776,770                      50,000</p>	<p>10                      10</p>	<p>108,754,470                      500,000</p>			
	<b>Aggregate value of unquoted investments</b>			<b>109,254,470</b>			



**JITF Shipyards Limited**  
**Notes forming part of Balance sheet and Statement of Profit and Loss**

<b>DESCRIPTION</b>	<b>(Amount in Rs.)</b>	
	<b>As at 31st March 2015</b>	<b>As at 31st March 2014</b>
<b>13 Long-term loans and advances</b>		
<b>(a) Capital Advances</b>		
Unsecured, considered good		
To Related party-Jindal ITF Ltd.	189,469,000	-
To others	3,506,509	3,506,509
<b>Sub Total- Capital Advances</b>	<b>192,975,509</b>	<b>3,506,509</b>
<b>(b) Security Deposits</b>		
Unsecured, considered good	514,932	514,932
<b>Sub Total-Security Deposits</b>	<b>514,932</b>	<b>514,932</b>
<b>Total Long Term Loans and Advances(a+b)</b>	<b>193,490,441</b>	<b>4,021,441</b>



**JITF Shipyards Limited**

**Notes forming part of Balance sheet and Statement of Profit and Loss**

**Note - 14**

**CURRENT INVESTMENTS**

Sr.No.	PARTICULARS	As at 31st March 2015			As at 31st March 2014		
		Nos.	Face Value (Rs.)	Amount (Rs.)	Nos.	Face Value (Rs.)	Amount (Rs.)
A	<u>Current Investments - Non Trade</u> <u>( At Cost Less Provision )</u> <u>Short term investments</u> Reliance Liquid Fund	-	-	-	30351.52	1,000.51	30,366,996
	<b>Aggregate value of quoted investments</b>						<b>30,366,996</b>

**Market Value of quoted Investments**

**30,366,996**



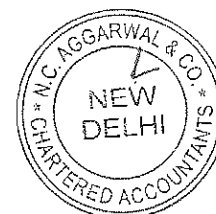
**JITF Shipyards Limited**  
**Notes forming part of Balance sheet and Statement of Profit and Loss**

	DESCRIPTION	(Amount in Rs.)	
		As at 31st March 2015	As at 31st March 2014
<b>15</b>	<b><u>Inventories</u></b>		
	Scrap	1,000,000	1,000,000
	Stores & consumables	25,200	-
	<b>Total Inventories</b>	<b>1,025,200</b>	<b>1,000,000</b>
<b>16</b>	<b><u>Trade Receivables</u></b>		
	<b><u>Unsecured, considered good</u></b>		
	<b><u>Outstanding less than six months</u></b>		
	From Related Party-Jindal ITF Limited	8,495,647	-
	<b>Total Trade Receivables</b>	<b>8,495,647</b>	<b>-</b>
<b>17</b>	<b><u>Cash and Bank Balances</u></b>		
<b>A</b>	<b><u>Cash and Cash Equivalents</u></b>		
	<b><u>Balances with Banks</u></b>		
	Current Accounts	2,335,338	1,645,674
	Cash on Hand	11,048	51,404
<b>B</b>	<b><u>Other Bank Balances</u></b>		
	Fixed Deposit with original maturity of more than twelve months*	10,000,000	-
	<b>Total Cash and Bank Balances (A+B)</b>	<b>12,346,386</b>	<b>1,697,078</b>
	<i>*Out of this Pledged with bank Rs.10,000,000/- (Previous year Rs.Nil) as margin for bank guarantee</i>		
<b>18</b>	<b><u>Short-term loans and advances</u></b>		
	<b><u>Unsecured, Considered good</u></b>		
	Advance Recoverable in Cash or in kind*	7,591,622	7,815,682
	Advance to related Party		
	-Jindal ITF Limited	-	118,800,000
	TDS Receivable	473,499	23,083
	Other	504,761	471,053
	<b>Total Short Term Loans and Advances</b>	<b>8,569,882</b>	<b>127,109,818</b>
	<i>*includes service tax cenvat,vat input etc.</i>		
<b>19</b>	<b><u>Other Current Assets</u></b>		
	Interest accrued on investment /Fixed Deposit	678,183	-
	<b>Total Other Current Assets</b>	<b>678,183</b>	<b>-</b>



**JITF Shipyards Limited**  
**Notes forming part of Balance sheet and Statement of Profit and Loss**

<u>DESCRIPTION</u>	(Amount in Rs.)	
	For the Year ended 31st March 2015	For the Year ended 31st March 2014
<b>20 Revenue From Operations</b>		
Repair of barges	18,782,904	-
<b>Total</b>	<b>18,782,904</b>	<b>-</b>
<b>21 Other Income</b>		
Interest Income on		
Fixed Deposit from banks	753,537	76,112
Dividend Income on current investment	1,352,493	366,996
Liabilities no longer required written back	4,855,670	-
Miscellaneous income	-	20,084
<b>Total</b>	<b>6,961,700</b>	<b>463,192</b>
<b>22 Changes in inventories of finished goods, work in progress and Stock-in-trade</b>		
<b>Opening Stock</b>		
Work in Progress	-	-
Scrap	1,000,000	1,000,000
<b>Total Opening Stock</b>	<b>1,000,000</b>	<b>1,000,000</b>
<b>Closing Stock</b>		
Work in Progress	-	-
Scrap	1,000,000	1,000,000
<b>Total Closing Stock</b>	<b>1,000,000</b>	<b>1,000,000</b>
<b>Total (Increase)/Decrease in Stock</b>	<b>-</b>	<b>-</b>
<b>23 Manufacturing Expenses</b>		
Power and Fuel	1,040,599	949,774
Repairs to machinery	3,591,896	173,001
Consumption of Stores and Spare	117,761	2,327
<b>Total</b>	<b>4,750,256</b>	<b>1,125,102</b>
<b>24 Employee Benefits Expense</b>		
Salaries and Wages	3,427,908	5,634,933
Contribution to provident and other funds	232,585	394,889
Workmen and Staff Welfare	31,384	187,356
<b>Total</b>	<b>3,691,877</b>	<b>6,217,178</b>
<b>25 Finance Costs</b>		
Interest on Term Loan	1,510,050	2,266,338
Interest on Bank Borrowings	1,124,725	1,620,379
Bank Charges	312,091	52,838
<b>Total</b>	<b>2,946,866</b>	<b>3,939,555</b>
<b>26 Depreciation and amortization expense</b>		
Depreciation on Fixed Assets	10,534,256	313,390
Amortization of Intangible assets	3,967	2,189
<b>Total</b>	<b>10,538,223</b>	<b>315,579</b>



**JITF Shipyards Limited**

**Notes forming part of Balance sheet and Statement of Profit and Loss**

<u>DESCRIPTION</u>	(Amount in Rs.)	
	For the Year ended 31st March 2015	For the Year ended 31st March 2014
<b>27 Other Expenses</b>		
Insurance	1,10,582	1,61,090
Legal and Professional	9,28,638	3,28,226
Repair & Maintenance other	1,75,078	-
Postage, Telegrams and Telephone	1,16,818	1,05,002
Security Charges	21,45,191	14,95,246
Rates and Taxes	3,17,019	5,28,853
Printing and Stationary	7,515	30,922
Travelling and Conveyance	1,08,251	10,97,522
Vehicle Upkeep and Maintenance	-	2,43,626
Auditor's Remuneration		
As Audit Fees	50,000	37,483
As Tax Audit Fees	20,000	-
Donation	14,100	9,000
Miscellaneous Expenses	2,89,786	4,65,335
Miscellaneous Expenses Written off	-	93,168
<b>Total</b>	<b>42,82,978</b>	<b>45,95,473</b>



**JITF SHIPYARDS LIMITED**  
**SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO FINANCIAL STATEMENTS**  
**NOTE: 28**

**1. Nature of Operations**

JITF Shipyards Limited is a Company incorporated on 29<sup>th</sup> March, 2007 with the main object to carry on the business of shipbuilding, shipping, navel architecture, marine engineering, and ocean engineering, and to undertake manufacture, repairs, and maintenance jobs for all kinds of ships in and outside India.

**2. Statement of Significant Accounting Policies**

**(a) Basis of preparation**

These financial statements have been prepared to comply with the Generally Accepted Accounting Principles in India (Indian GAAP), including the accounting standards notified under the relevant provisions of the companies Act, 2013. The financial statements have been prepared on accrual basis and under the historical cost convention.

**(b) Fixed Assets**

**(i) Valuation of Fixed Assets**

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

All revenue expenditure direct and indirect inclusive of borrowing costs incurred till the date of completion of the project is carried to the pre-operative expenditure.

Leasehold land will be amortized after commencement of operation over the tenure of unexpired period of lease.

**(ii) Depreciation**

Depreciation on all Fixed Assets of the Company is provided on Straight Line Method at the rates specified in Schedule II to the Companies Act, 2013, as amended up to date or at the rates calculated to write off 95% of the value of the assets over the remaining useful life of the assets, as determined by the management.

**(c) Investments**

Long-term investments are stated at cost which inter-alia includes brokerage, commission, stamp duty etc. When there is a decline in their value except temporary decline, the carrying amount is reduced on an individual investment basis and decline is charged to the Profit and Loss account. Appropriate adjustment is made in carrying cost of investment in case of subsequent rise in value of investments.

Current investments are stated at cost or market value, whichever is less.

**(d) Inventories**

Inventory of Barge build up in progress is valued at cost keeping in views the milestones of uncertified work. However estimated loss of the project activity to be undertaken in future years is to be provided for.

**(e) Foreign Exchange Transaction**

Foreign currency transaction during the year recorded at the rate of exchange prevailing at the date of transaction. Current assets, loan other than for financing fixed assets and current liabilities in foreign currency, outstanding at the yearend are translated at the rate of exchange prevailing at the



**JITF SHIPYARDS LIMITED**  
**SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO FINANCIAL STATEMENTS**  
**NOTE: 28**

close of the year and resultant gains/losses are recognized in profit and loss account of the year except in cases where they are covered by specific forward foreign exchange contracts in which cases these are translated at contracted rate of exchange and resultant gains/losses recognized in profit and loss account over the life of contract .

Gain or loss on reinstatement on the forward exchange transaction or on cancellation of forward exchange contracts, if any, is reflected in the profit and loss account

**(f) Earnings Per Share**

Basic earnings per share are calculated by dividing the net profit or loss for the Year attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the Year. Partly paid equity shares are treated as a fraction of an equity share to the extent that they were entitled to participate in dividends relative to a fully paid equity share during the reporting year.

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

**(g) Retirement Benefits**

(i) Liabilities in respect of gratuity to the employees are accounted for on for on actuarial valuation basis as per determined atthe year end.

(ii) Liabilities in respect of accumulated leaves to the credit of employees are accounted for on actuarial valuation basis as per determined at the year end.

**(h) Taxation**

Current tax provision is computed for income calculated after considering allowances and exemptions under the provisions of the applicable Income Tax Laws.

Deferred tax is accounted at the current rate of tax to the extent of temporary timing differences that originate in one Year and are capable of reversal in one or more subsequent Years. However, no deferred tax asset is created where there is no virtual certainty as to the sufficient future taxable profit.

3. No deferred tax asset is created in view of the virtual certainty supported by convincing evidence as to the sufficient future taxable profit.

**4. Contingent Liabilities**

<b>Particular</b>	<b>Current year</b>	<b>Previous year</b>
Bank Guarantee	10,000,000	Nil
<b>Total</b>	<b>10,000,000</b>	<b>Nil</b>



**JITF SHIPYARDS LIMITED**  
**SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO FINANCIAL STATEMENTS**  
**NOTE: 28**

**5. Related Party Transactions(As per AS-18)**

**(A) List of Related Parties & Relationship (As identified by the Management)**

**(a) Holding Company**

Jindal Saw Limited (Direct holding w.e.f. 30.01.2015, Indirect Holding upto 29.01.2015)  
Jindal ITF Limited (Direct holding up to 29.01.2015)

**(b) Subsidiary Companies**

- JITF Coal Logistics Limited (w.e.f. 23.01.2015)
- Jindal Intellicom Limited (w.e.f. 27.01.2015)

**(c) Fellow Subsidiaries Companies**

- JITF Water Infrastructure Limited
- JITF Waterways Limited
- JITF Urban Infrastructure Limited
- Jindal Rail Infrastructure Limited
- JITF ESIPL CETP (Sitarganj) Limited (Indirect)
- Timarpur-Okhla Waste Management Company Private Limited (Indirect)
- JITF Water Infra (Naya Raipur) Limited (Indirect)
- JITF Urban Waste Management (Bathinda ) Limited (Indirect)
- JITF Urban Waste Management (Ferozepur ) Limited (Indirect)
- JITF Urban Waste Management (Jalandhar ) Limited (Indirect)
- JITF Shipping & Logistics (Singapore) Pte. Ltd. (Indirect)
- JITF Industrial Infrastructure Development Company Limited (Indirect)
- IUP Jindal Metals & Alloys Limited
- JITF Infralogistics Limited
- JITF Urban Infrastructure Services Limited
- Intellicom Insurance Advisors Limited
- S.V. Trading Limited
- Jindal Saw USA, LLC
- Jindal Saw Holding FZE
- Jindal Saw Middle East FZC (Indirect)
- Jindal Saw Gulf LLC (Indirect)
- Ralael Holdings Limited (Indirect)
- Jindal Saw Italia S.P.A (Indirect)
- Jindal Fittings Ltd.
- Quality Iron & steel Ltd.
- Green Ray Holdings
- Derwant Sand SARL(Indirect)
- Universal Tube Accessories Pvt. Limited
- Jindal Saw Espana SL
- Jindal Tubular (India) Ltd.(w.e.f. 5th February,2015)
- Jindal Tubular U.S.A. LLC (w.e.f. 6thMay,2014)
- World Transload& Logistics LLC.(w.e.f. 22<sup>nd</sup> May,2014)
- 5101 Boone LLP (w.e.f. 22<sup>nd</sup> May,2014)
- Drill Pipe International LLC (w.e.f. 22<sup>nd</sup> May,2014)
- Tube Technologies Inc (w.e.f. 22<sup>nd</sup> May,2014)
- Helical Anchors Inc. (w.e.f. 22<sup>nd</sup> May,2014)
- Boone Real Property Holding LLC. (w.e.f. 22<sup>nd</sup> May,2014)



**JITF SHIPYARDS LIMITED**  
**SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO FINANCIAL STATEMENTS**  
**NOTE: 28**

**(d) Joint Venture**

- JWIL-SSIL JV
- SMC-JWIL JV
- JWIL-RANHILL JV
- TAPI-JWIL JV

**(e) Key Management Personnel**

- Mr. Sanjay Varma up to 31<sup>st</sup> July, 2013
- Mr. Nitish Kumar (Company Secretary) w.e.f. 5<sup>th</sup> March, 2015

**(B) Transaction**

(Amount in Rs.)

Particulars	Holding Company		Subsidiary/Fellow Subsidiary	
	Current year	Previous year	Current year	Previous year
<b>Investment in equity share of</b> Jindal Intellicom Limited	Nil	Nil	108,754,470	Nil
JITF Coal Logistics Ltd.	Nil	Nil	500,000	Nil
<b>Share application money received:</b> Jindal ITF Ltd.	500,000	188,600,000	Nil	Nil
<b>Share application money repaid:</b> Jindal ITF Ltd.	4,500,000	490,000,000	Nil	Nil
<b>Services rendered</b> <b>Repair of Barges:</b> Jindal ITF Ltd.	18,782,904	Nil	Nil	Nil
<b>Expense Reimbursed/to be reimbursed</b> JITF Waterways Ltd. Jindal Rail Infrastructure Ltd.	Nil Nil	Nil Nil	Nil Nil	81,445 361,855
<b>Advances received</b> Jindal Saw Limited JITF Waterways Ltd.	395,900,000 26,700,000	280,000,000 Nil	Nil Nil	Nil Nil
<b>Advances paid / repaid</b> Jindal ITF Ltd. Jindal Saw Limited JITF Waterways Ltd. JITF Water Infrastructure Ltd	Nil 204,016,982 26,700,000 Nil	118,800,000 Nil Nil Nil	Nil Nil Nil Nil	Nil Nil 16,088,157 29,962,920



**JITF SHIPYARDS LIMITED****SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO FINANCIAL STATEMENTS****NOTE: 28**

<b>Balances as on 31st March, 2015</b>				
<b>Share Capital including Share Premium</b>				
Jindal ITF Limited	-	167,900,000	Nil	Nil
Jindal Saw Limited	167,900,000	-	Nil	Nil
<b>Share Application Money</b>				
Jindal ITF Ltd.	Nil	4,000,000	Nil	Nil
<b>Amount Receivable from Jindal ITF Ltd.*</b>	Nil	118,800,000	197,964,648	Nil
<b>Amount Payable to</b>				
Jindal Saw Limited	521,883,018	330,000,000	Nil	Nil
<b>Investment in Equity Shares of</b>				
Jindal Intellicom Limited	Nil	Nil	108,754,470	Nil
JITF Coal Logistics Ltd.	Nil	Nil	500,000	Nil

*\*including Rs 189,469,000 as capital advance to Jindal ITF Limited*

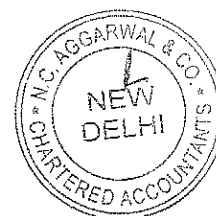
**Remuneration to Key Management Personnel****(Amount in Rs.)**

<b>Salary, bonus and contribution to PF including Perquisites</b>	<b>Current Year</b>	<b>Previous Year</b>
Sanjay Varma	--	6,30,380
Nitish Kumar	38,747	--

- Appeals in respect of certain assessments are pending and additional tax liability/refunds consequent on decision of the same are not determinable. However, on the basis of the tax return filed and assessment completed, the provision for taxation made is adequate.
- The useful life of the fixed assets has been revised in accordance with Schedule -II of the Companies Act, 2013 with effect from 1st April, 2014. Hitherto, in the previous year ended 31st March, 2014 the depreciation was charged at the rates prescribed under Schedule-XIV of the Companies Act, 1956. As a result the depreciation charge for the year ended 31st March, 2015 as per Schedule II of the Companies Act, 2013 is higher by Rs. 3,94,081/- . Also depreciation of Rs.1,09,594/- where useful life of assets is nil is adjusted against opening balance of retained earnings.

**8. Capital Commitments**

Estimated amount of contracts remaining to be executed on capital account and not provided for (Net of advances) Rs.805.31 Lacs as at March 31,2015 (Previous year Rs. Nil).



**JITF SHIPYARDS LIMITED**

**SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO FINANCIAL STATEMENTS**

**NOTE: 28**

9. The disclosure regarding employee benefits as per AS-15 on "Employee Benefits" (Revised 2005) are as under:-

**Defined Contribution Plan:**

Company's contribution to Provident Fund Rs. 177,373/- (Previous Year Rs. 339,657/-)

**Defined Benefits Plan:**

**Gratuity and leave encashment**

Actuarial Assumptions	Gratuity (Funded)		Leave Encashment (Non-Funded)	
	Current Year	Previous Year	Current Year	Previous Year
Discount Rate (per annum)	7.80	9.00	7.80	9.00
Future salary increase	6.50	6.50	6.50	6.50
Expect return on plan assets	9.00	8.75	0.00	0.00
Mortality rate	IALM (2006-2008)	IALM (2006-2008)	IALM (2006-2008)	IALM (2006-2008)

The assumption of future salary increase takes into account the inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.

Reconciliation of present value of obligation	Gratuity (Funded)		Leave Encashment (Non-Funded)	
	Current Year	Previous Year	Current Year	Previous Year
	(Amount in Rs.)		(Amount in Rs.)	
Present value of obligation at the beginning of the Year	77,056	5,06,934	54,415	982,850
Current Service Cost	76,348	17,375	100,308	13,160
Past Service Cost	Nil	Nil	Nil	88,457
Interest Cost	6,010	45,624	4,245	Nil
Actuarial (gain)/ loss	2,11,825	(2,06,415)	261,385	(790,516)
Benefits paid	Nil	(2,86,462)	10,987	(239,536)
Present value of obligation at the end of the Year/Period	3,71,239	77,056	409,366	54,415
Net (Asset)/Liability recognized in the Balance Sheet as at Year end	Gratuity (Funded)		Leave Encashment (Non-Funded)	
	(Amount in Rs.)		(Amount in Rs.)	
Present value of obligation at the end of the Year/Period	3,71,239	77,056	409,366	54,415
Fair value of plan assets at end of the Year/Period	-	-	Nil	Nil
	-	-	(409,366)	(54,415)



**JITF SHIPYARDS LIMITED**
**SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO FINANCIAL STATEMENTS**
**NOTE: 28**

Funded status/Difference		-		
Excess of actual over estimated	(60,306)	9,442	Nil	Nil
Net present value of funded obligation recognized as asset/(liability) in the Balance Sheet	(3,71,239)	(77,056)	(409,366)	(54,415)
<b>Expenses recognized in the Profit and Loss Account</b>	<b>Gratuity (Funded)</b>		<b>Leave Encashment (Non-Funded)</b>	
	<b>(Amount in Rs.)</b>		<b>(Amount in Rs.)</b>	
Current Service Cost	76,348	17,375	100,308	13,160
Interest Cost	6,010	45,624	Nil	88,457
Expect return on plan assets	(60,306)	(47,363)	Nil	Nil
Actuarial (gain)/loss recognized in the year	2,72,131	(2,15,857)	261,385	(790,516)
Past Service Cost	Nil	Nil	Nil	Nil
Benefit Paid	Nil	Nil	10,987	239,536
Total expenses recognized in the Profit and Loss Account for the Year/Period	2,94,183	(2,00,221)	365,938	(688,899)

**10. Capital Work in progress includes following Pre-operative expenses Pending allocation**

Detail of Pre-operative Expenses	As at 31 <sup>st</sup> March, 2015(Rs.)	As at 31 <sup>st</sup> March, 2014(Rs.)
Opening Balance	25,544,352	25,544,352
<b>Total</b>	<b>25,544,352</b>	<b>25,544,352</b>



**JITF SHIPYARDS LIMITED**  
**SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO FINANCIAL STATEMENTS**  
**NOTE: 28**

**11. Earning per share (EPS):**

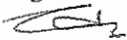
Description	Year ended 31 <sup>st</sup> March, 2015 (Rs.)	Year ended 31st March, 2014 (Rs.)
<b><u>Basic and Diluted</u></b>		
Loss for the year before Tax	(465,596)	(15,729,695)
Add: Previous Year Taxation Adjustment	165,733	-
No. of shares outstanding at the end of year	5,630,000	5,630,000
Weighted Average No of Shares outstanding for calculating Basic & Diluted EPS	5,630,000	5,630,000
Earning per share (Basic& Diluted)	(0.05)	(2.79)

12. The Company has filed a Composite Scheme of Arrangement before the Hon'ble High Court of Judicature at Allahabad (Uttar Pradesh) entailing de-merger of investment in Waterways Sector of Jindal ITF Limited into the Company w.e.f. appointed date i.e.10<sup>th</sup> February, 2015. No effect of the Scheme is taken, as the Scheme is currently pending for approval/s.

13. Previous year figures have been regrouped/rearranged wherever considered necessary.

As per our report of even date

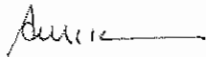
**For N. C. Aggarwal & Co.**  
 Chartered Accountants  
 Firm Registration No: 003273N

  
**G. K. Aggarwal**  
 Partner  
 Membership No. 086602  
 Place: New Delhi


Date: 6<sup>th</sup> May, 2015



For and on behalf of Board of Directors of  
**JITF Shipyards Limited**

  
**Sunil Kumar Jain**  
 Director  
 DIN - 01308863

**Alok Kumar**  
 Director  
 DIN - 00930344

  
**Nitish Kumar**  
 Company Secretary  
 M. No. - A33380



JITF Shipyards Limited

FY 2014-15

Statement containing salient features of the financial statement of Subsidiaries/Joint Ventures pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014

Form AOC - I

Part "A": Subsidiaries

S.No.	Name of the subsidiary	Reporting Currency	Share Capital including Share Application	Reserves & Surplus (Net of Accumulated Losses)	Total Assets	Total Liabilities	Investments included in Total Assets (other than in Subsidiaries)	Turnover/ Total Income	Profit/(Loss) before taxation	Provision for taxation	Profit/(Loss) after taxation	Proposed Dividend	% of shareholding/ Voting Power
1	JITF Coal Logistics Limited	` in lacs	5.00	-	6.12	1.12	-	-	-	-	-	Nil	100.00%
2	Jindal Intellicom Limited	` in lacs	1,091.00	1,629.43	3,315.43	595.00	691.50	3,177.86	368.35	128.08	240.27	Nil	98.78%
	<b>Total</b>		<b>1,096.00</b>	<b>1,629.43</b>	<b>3,321.55</b>	<b>596.12</b>	<b>691.50</b>	<b>3,177.86</b>	<b>368.35</b>	<b>128.08</b>	<b>240.27</b>		



## NOTICE

Notice is hereby given that the 7<sup>th</sup> Annual General Meeting of the members of JITF Shipyards Limited will be held on Tuesday, the 09<sup>th</sup> day of September, 2014, at 28, Shivaji Marg, New Delhi – 110015 at 12:00 Noon to transact the following business:

### **AS ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance Sheet of the Company for the Financial Year ended on 31<sup>st</sup> March, 2014 and the statement of Profit and Loss Account for the year ended on that date along with the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Sunil Kumar Jain (holding DIN No. : 01308863) who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint Auditors and fix their remuneration by passing the following resolution as an Ordinary Resolution with or without modification(s):

"RESOLVED THAT M/s. N.C. Aggarwal & Co., Chartered Accountants (FRN: 003273N) be and are hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting for auditing the accounts of the company for the financial year 2014-2015 at such remuneration as may be determined by the Board of Directors of the company".

### **AS SPECIAL BUSINESS:**

4. **INCREASING THE BORROWING POWERS OF THE COMPANY AS PER SECTION 180(1) (c) OF THE COMPANIES ACT, 2013**

To consider and if thought to fit to pass with or without modification(s) the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to Section 180(1)(c) and other applicable provisions of the Companies Act, 2013 and, other applicable provisions, if any, of the Act (including any statutory modification or re-enactment thereof) and the Memorandum and Articles of Association of the Company, the consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred as 'Board' which term shall include a Committee thereof authorized for the purpose) of the Company for borrowing from time to time any sum or sums of moneys on such terms and conditions and with or without security as the Board of Directors may think fit which together with the moneys already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate for the time being of the paid-up capital of the Company and its free reserves, provided that the total amount of money/moneys so borrowed by the Board of Directors shall not at any time exceed the limit of INR 100.00 Crores (Indian Rupees One Hundred Crores only)"

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do and perform all such acts, deeds and things as may be necessary, desirable or expedient to give effect to this resolution."

CIN No.: U34109DL2007PLC161264  
Email Id: [Info.Shipyards@jindalshipyards.com](mailto:Info.Shipyards@jindalshipyards.com)

**NOTICE**

**5. CREATION OF SECURITY INTEREST ON THE PROPERTIES OF THE COMPANY IN FAVOUR OF THE LENDERS AS PER SECTION 180(1) (a) OF THE COMPANIES ACT, 2013**

To consider and if thought to fit to pass with or without modification(s) the following Resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and other applicable provisions of the Companies Act, 2013 and, other applicable provisions, if any, of the Act (including any statutory modification or re-enactment thereof) and the Memorandum and Articles of Association of the Company, the consent of the Company be and is hereby accorded to the Board of Directors of the Company to mortgage and/or create charge on all or any of the movable and immovable properties of the Company both present and future or the whole or substantially the whole of the undertaking or undertakings of the Company for securing any loan(s) or facilities obtained or as may be obtained from any financial institution(s) or banks or person(s) together with interest, costs, charges, expenses and any other moneys payable by the Company within the overall borrowing powers delegated to the Board of Directors from time to time pursuant to Section 180(1)(c) of the Companies Act, 2013."

**6. GIVING OF LOANS/ GUARANTEES, PROVIDING OF SECURITIES AND MAKING OF INVESTMENTS IN SECURITIES AS PER SECTION 186 OF THE COMPANIES ACT, 2013**

To consider and if thought fit, to pass with or without modifications, the following Resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to Section 186 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 as may be amended, from time to time and Articles of Association of the Company, approval of the shareholders of the Company be and is hereby given to the Board of Directors for:-

- i) giving any loan to any person or other body corporate,
- ii) giving any guarantee or providing security in connection with a loan to any other body corporate or person and/ or
- iii) acquiring whether by way of subscription, purchase or otherwise, the securities of any other body corporate

up to an amount, the aggregate outstanding of which should not exceed, at any given time, INR 100.00 Crores (Indian Rupees One Hundred Crores only) which shall not be over and above the limits as specified in Section 186(2) of the Companies Act, 2013 and the aggregate outstanding amount of loans/ guarantees/ securities given / provided to wholly owned subsidiary companies and / or joint venture companies and investments made in wholly owned subsidiary companies, from time to time.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of the Company be and is hereby authorized to take from time to time all decisions and such steps as may be necessary for giving loans, guarantees or providing securities or for making such investments and to execute such documents, deeds, writings, papers and/or agreements as

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Email Id: [Info.Shipyards@jindalshipyards.com](mailto:Info.Shipyards@jindalshipyards.com).

**NOTICE**

may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit, necessary or appropriate."

**7. CHANGE OF REGISTERED OFFICE OF THE COMPANY UNDER PROVISIONS OF COMPANIES ACT, 2013**

To consider and if thought fit, to pass with or without modifications, the following Resolution as Special Resolution

**"RESOLVED THAT** pursuant to the provisions of the Section 12, 13 and rules made there under, along with other applicable provisions, if any, of the Companies Act, 2013 and subject to the approval of the Regional Director or the Central Government / any other authority as may be prescribed from time to time and subject also to such permission, sanction or approval as may be required under the provisions of the said Act or under any other law for the time being in force or any statutory modification or amendment thereof, consent of the members be and is hereby accorded for shifting of registered office of the Company from the NCT of Delhi to the State of Uttar Pradesh.

However, the Clause II of the Memorandum of Association of the Company be substituted by the following clause:

**"II. The registered office of the Company shall be situated in the State of Uttar Pradesh"**

**RESOLVED FURTHER THAT** upon the aforesaid Resolution becoming effective, the Registered Office of the Company be shifted from 28 Shivaji Marg, New Delhi-110015 to A-1 UPISDC Industrial Area, Nandgaon Road, Kosi Kalan, Mathura, Uttar Pradesh- 281403".

**RESOLVED FURTHER THAT** Board of Directors of the Company or any Board Committee or any Directors or person authorized by the Board be and is hereby authorized to appoint counsels and advisors, file applications/ petitions, issue notice and advertisements, obtain orders for shifting of registered office from concerned authorities and take such steps and to do such acts & deeds as they may deem necessary and proper in this matter."

**8. ADOPTION OF NEW SET OF MEMORANDUM OF ASSOCIATION IN TERMS OF PROVISIONS OF THE COMPANIES ACT, 2013**

To consider and if thought fit, to pass with or without modifications, the following Resolution as Special Resolution

**"RESOLVED THAT** pursuant to section 4 (6) and other applicable provisions, if any, of the Companies Act, 2013 and subject to necessary approvals, wherever required, a new Set of Memorandum of Association in terms of provisions of the Companies Act, 2013 as placed before the meeting be and is hereby substituted and adopted in the place of the existing Memorandum of Association of the Company."

**RESOLVED FURTHER THAT** Board of Director(s) of the Company or any other person authorized by the board be and are hereby jointly and severally authorized to take all such actions and to settle all matters arising out of and incidental thereto, and to sign any and all documents and writings that may be required to be signed, on behalf of the Company, in

CIN No.: U34109DL2007PLC161264  
Email Id: [Info.Shipyards@jindalshipyards.com](mailto:Info.Shipyards@jindalshipyards.com)

**NOTICE**

connection with the above said resolution and generally to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution."

**9. ALTERATION OF ARTICLE OF ASSOCIATION OF THE COMPANY ACCORDING TO COMPANIES ACT, 2013**

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

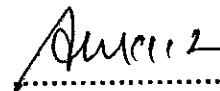
"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting, be and are hereby approved and adopted in substitution and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company."

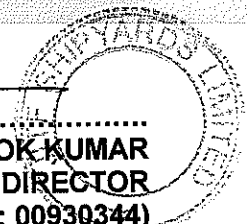
RESOLVED FUTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

Place: New Delhi  
Dated: 06<sup>th</sup> August, 2014

**BY ORDER OF THE BOARD OF DIRECTORS  
FOR JITF SHIPYARDS LIMITED**

Regd. Office:  
28, Shivaji Marg,  
New Delhi-110015  
CIN No.: U34109DL2007PLC161264  
Email Id: Info.Shipyards@jindalshipyards.com

  
.....  
**ALOK KUMAR**  
**DIRECTOR**  
(DIN No.: 00930344)  
Address: B-49 Kiran Garden,  
New Delhi, India-110059



**NOTES:**

1. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. Proxy in order to be effective must be received by the Company not less than 48 hours before the meeting.
2. Explanatory Statement under Section 102 of the Companies Act, 2013 relating to Special Business to be transacted at the meetings annexed hereto.

CIN No.: U34109DL2007PLC161264  
Email Id: Info.Shipyards@jindalshipyards.com



## NOTICE

### **EXPLANATORY STATEMENT**

**(Pursuant to Section 102 of the Companies Act, 2013)**

#### **ITEM NO. 4:**

For its activities, your Company may have to resort to funding by way of taking loans etc. from Financial Institutions / Banks or any other financial entities. It was decided to fix the proposed limit of borrowings upto INR 100.00 Crores (Indian Rupees One Hundred Crores only) keeping in view the present and future requirement of funds from time to time. The Board accordingly, recommends the proposal to approve the borrowing limits upto INR 100.00 Crores (Indian Rupees One Hundred Crores only)

Pursuant to section 180(1) (c) of the Companies Act, 2013, the Board of Directors shall not except with the consent of the members in a general meeting borrow money(s) where the money(s) borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) will exceed the aggregate of the paid-up capital of the Company and its free reserves. The Board, therefore, recommends the resolution for member's approval.

None of the Directors, Key Managerial Personnel of the Company are in any way concerned or interested, financially or otherwise in the special resolution.

The above proposal is in the interest of the Company and the Directors recommend the Resolutions at Item No. 4 of the Notice for approval by the shareholders as Special Resolution.

#### **ITEM NO. 5:**

As security to the loans as sanctioned by financial institutions / banks or other financing entities who may be approached by the Company for financial assistance for its growth opportunities in the form of term loan or other facilities from time to time, the Company would be required to create mortgage/ charge on all its movable and immovable properties both present and future.

Section 180(1)(a) of the Companies Act, 2013 provides, inter-alia, that Board of Directors shall not, without the consent of the members in general meeting, lease or otherwise dispose off the whole or substantially the whole of the undertaking(s) of the Company. The creation of charge on movable/ immovable properties/ assets of the Company may be deemed to be lease or otherwise disposing off the properties of the Company within the meaning of aforesaid section of the Companies Act, 2013. It is, therefore, proposed to obtain the Member's consent authorizing the Board of Directors of the Company to create such mortgage or charge within the limit of borrowing powers as set out in resolution at item no. 4 above. The Board, therefore, recommends the resolution for the approval of the members.

None of the Directors, Key Managerial Personnel of the Company are in any way concerned or interested, financially or otherwise in the special resolution.

The above proposal is in the interest of the Company and the Directors recommend the Resolutions at Item No. 5 of the Notice for approval by the shareholders as Special Resolution.

**CIN No.: U34109DL2007PLC161264**  
**Email Id: Info.Shipyards@jindalshipyards.com**

NOTICE

**ITEM NO. 6:**

The Company is undertaking various business activities and is also making strategic investments, from time to time, in associates companies, other bodies corporate and would, therefore, be required to provide financial assistance / support by way of giving of loans / guarantees, providing of securities, making of investment in securities in order to expand its business activities and also for optimum utilization of funds. Accordingly, Board of Directors of the Company may be authorized to give loans, guarantees or provide securities or make investments up to an amount, the aggregate outstanding of which should not exceed, at any given time, 60% of the paid up capital, free reserves and securities premium account or 100% of free reserves and securities premium account of the Company, whichever is higher i.e. INR 100.00 Crores (Indian Rupees One Hundred Crores only) which shall not be over and above the said limits as specified in Section 186(2) of the Act and the aggregate outstanding amount of loans/ guarantees/ securities provided/ made to wholly owned subsidiary companies and joint venture companies and investments made in wholly owned subsidiary companies, from time to time. -

Pursuant to Section 186 of the Companies Act, 2013, a company cannot, except with the permission of the Shareholders, make investment, give loan or guarantee or provide any security in excess of the limits set out therein.

None of the Directors, Key Managerial Personnel of the Company are in any way concerned or interested, financially or otherwise in the special resolution.

The above proposal is in the interest of the Company and the Directors recommend the Resolutions at Item No. 6 of the Notice for approval by the shareholders as Special Resolution.

**ITEM NO. 7:**

Shifting of Registered Office from NCT of Delhi to State of Uttar Pradesh

The Company was incorporated under the provision of the Companies Act, 1956, in the NCT of Delhi. As per Clause II of the Memorandum of Association of the Company, the Registered Office of the Company is at present situated in the NCT of Delhi.

With a view to exercise better administrative and economic control which will reduce overheads and enable the company to rationalize and streamline its operational efficiency by having the same registered office as of its holding Company which is situated at A-1 UPISDC Industrial Area, Nandgaon Road, Kosi Kalan, Mathura, Uttar Pradesh- 281403.

The Board of Director considers it fit to shift the registered office of the Company to State of Uttar Pradesh.

In accordance with the provision of Section 13 of the Companies Act, 2013, shifting of the Registered Office from one state to another requires alteration in Clause II of the Memorandum of Association of the Company, which requires the approval of shareholders in General Meeting by way of Special Resolution to give effect to such change.

CIN No.: U34109DL2007PLC161264  
Email Id: [Info.Shipyards@jindalshipyards.com](mailto:Info.Shipyards@jindalshipyards.com)



## NOTICE

In view of the above approval of the members is sought for shifting the Registered Office of the Company from the NCT of Delhi to the State of Uttar Pradesh and for altering Clause II of the Memorandum of Association of the Company. The proposed change will in no way be detrimental to the interest of any member of Public, Employees or other Associates of the Company in any manner whatsoever.

None of the Directors, Key Managerial Personnel of the Company are in any way concerned or interested, financially or otherwise in the special resolution.

The above proposal is in the interest of the Company and the Directors recommend the Resolutions at Item No. 7 of the Notice for approval by the shareholders as Special Resolution

### **ITEM NO. 8:**

The Board of Directors of the Company at their meeting held on 6<sup>th</sup> August, 2014 has recommended adopting a new set of Memorandum of Association to bring it in conformity with the provisions of the Companies Act, 2013.

For the adoption of new set of Memorandum of Association as provided consent of Shareholders is required by way of Special Resolution. Draft amended copy of the Memorandum of Association has been placed at the Registered Office of the Company for inspection during the business hours.

None of the Directors, Key Managerial Personnel of the Company are in any way concerned or interested, financially or otherwise in the special resolution.

The above proposal is in the interest of the Company and the Directors recommend the Resolutions at Item No. 8 of the Notice for approval by the shareholders as Special Resolution.

### **ITEM NO.9:**

The existing Articles are based on the Companies Act, 1956 and several regulations in the existing Articles contain references to specific section of the Companies Act, 1956 and some regulations which are no longer in conformity with the new Companies Act, 2013.

The Companies Act, 2013 is now largely in force. On 12th September, 2013 the Ministry of Corporate Affairs ("MCA") had notified 98 sections for implementation and subsequently, on 26 March, 2014 MCA notified most of the remaining sections (barring those provisions which require sanction/confirmation of the National Company Law Tribunal). Therefore, substantive sections of the Companies Act, 2013 which deal with the general working of companies stand notified.

In order to make the Articles of Association of the Company in tandem and to comply with the relevant sections/ provisions under the Companies Act, 2013 and rules made thereof it is proposed to replace the existing Articles of Association of the Company by a new set of Articles of Association. Accordingly, in lieu of amendments to various Articles in the existing Articles of Association, it is considered prudent and desirable to adopt a new set of Articles of Association of the Company, in substitution for, and to the exclusion of, the existing Articles of Association of the Company. Pursuant to Section 14 of the Companies Act, 2013, the consent of the members

CIN No.: U34109DL2007PLC161264  
Email Id: [Info.Shipyards@jindalshipyards.com](mailto:Info.Shipyards@jindalshipyards.com)



**NOTICE**

of the Company by way of a special resolution is required for adoption of a new set of Articles of Association of the Company. Accordingly, this matter is being placed before the shareholders for approval.

A copy of the proposed new set of the Articles of Association of the Company would be available for inspection at the registered office of the Company.

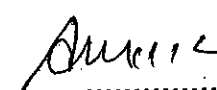
None of the Directors, Key Managerial Personnel of the Company are in any way concerned or interested, financially or otherwise in the special resolution except to the extent of their shareholding in the Company.

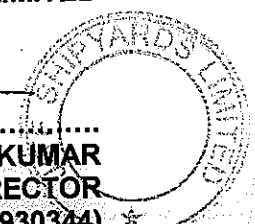
The above proposal is in the interest of the Company and the Directors recommend the Resolutions at Item No. 9 of the Notice for approval by the shareholders as Special Resolution.

Place: New Delhi  
Dated: 06<sup>th</sup> August, 2014

**BY ORDER OF THE BOARD OF DIRECTORS  
FOR JITF SHIPYARDS LIMITED**

Regd. Office:  
28, Shivaji Marg,  
New Delhi-110015  
CIN No.: U34109DL2007PLC161264  
Email Id: Info.Shipyards@jindalshipyards.com

  
.....  
**ALOK KUMAR**  
**DIRECTOR**  
(DIN No.: 00930344) ★  
Address: B-49 Kiran Garden,  
New Delhi, India-110059



CIN No.: U34109DL2007PLC161264  
Email Id: Info.Shipyards@jindalshipyards.com

## **JITF SHIPYARDS LIMITED**

### **DIRECTORS' REPORT**

Dear Shareholders,

Your Directors have pleasure in presenting the 7<sup>th</sup> Annual Report of the Company together with the Audited Statement of Accounts for Financial Year 2013-2014 ended as at 31<sup>st</sup> March, 2014.

#### **Financial Results**

The comparative position of the working results for the year under report vis-à-vis earlier year is as under:

<b>Particulars</b>	<b>Current Year (Rs.)</b>	<b>Previous Year (Rs.)</b>
Paid up Capital	56,300,000	56,300,000
Share application money pending allotment	4,000,000	305,400,000
Reserves & Surplus	94,375,275	110,104,970
Secured Loans	105,80,000	146,27,457
Fixed Assets	48,55,27,886	48,58,43,465
Depreciation on fixed assets	331,390	657,330
Current Assets	16,01,73,892	14,32,02,024
Current Liabilities	2,43,41,774	9,53,50,438
Revenue	4,63,192	248,228,529
Profit/ (Loss)	(1,57,29,695)	(11,70,995)
Earning Per Share	(2.79)	(0.21)

#### **Review of operation**

Your Company during the period 2013-14, built one new construction vessel for Jindal ITF Limited and delivered in June 13. FY 2013-14, Your Company was full time involved in repairs and maintenance of the 19 Vessels procured for Jindal ITF Limited. Your Company ensured that the vessels had 98% uptime during this period.

#### **Dividend**

Commercial operations have not yet been started, therefore, no dividend is being recommended.

#### **Public Deposits**

Your Company has not accepted any Deposits within the meaning of Section 73 of the Companies Act, 2013 and the rules made there under.

#### **Directors**

In terms of the provisions of Section 152 of the Companies Act, 2013, Mr. Sunil Jain shall retire by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment. Your directors recommend their reappointment at the ensuing Annual General Meeting.

#### **Directors Responsibility Statement**

Pursuant to Section 134(3)(c) read with Section 134(5) of the Companies Act, 2013, for the Financial Year 2013-14, your Directors report as under:-

- (i) that in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures (if any);
- (ii) that the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the company for that period;
- (iii) that the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (iv) that the directors had prepared the annual accounts on a going concern basis and
- (v) that 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.

#### **Board's Meet**

Board of Directors duly met Four Times during the financial year 2013-14 on the following dates:-

1. 17.04.2013
2. 20.05.2013
3. 20.12.2013
4. 05.03.2014

Resolutions passed by circulation during the year were duly noted at the meeting of the Board of Directors. Your Board of Directors meets as and when necessary for the proper functioning of the Company.

#### **Statutory Auditors**

M/s. N.C. Aggarwal & Company, Chartered Accountants, Auditors of the Company will retire at the forthcoming Annual General Meeting, and are eligible for re-appointment. A Certificate from the Auditors has been received to the effect that their re-appointment, if made, would be in compliance with the provisions of Section 139 and 141 of the Companies Act, 2013

#### **Audit Committee**

The Audit Committee of your Company consists of following Directors:

1. Mr. Anuj Kumar
2. Mr. Alok Kumar
3. Mr. Deepak Goyal

#### **Particulars of Employees**

None of the employees of the Company was in employment of the Company in accordance with the Clause 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

#### **Conservation of Energy, Technology Absorption, Foreign Exchange Earning And Outgo**

As required under Section 134(3)(m) of the Companies Act, 2013, read with Clause 8(3) of The Companies (Accounts) Rule, 2014, information relating to conservation of energy, technology absorption and foreign exchange earnings and outgo.

Conservation of energy and Technology Absorption:-

- (i) For the vessels strict control has been maintained wrt fuel consumption of the Vessels. Volvo Penta engines Superior technology used on the vessels which are energy efficient.
- (ii) In office as a standard practice lights and AC's / fans are switched off. In shipyard, during non productivity time, equipment, DG's, machinery not required are switched off.

With regard to foreign exchange earnings and outgo, the position is as under:

S.No.	Particulars	Current Year (Rs.)	Previous Year (Rs.)
1.	Material Purchase	NIL	2,970,296
2.	Travelling Expenses	NIL	NIL
3.	<b>Total</b>	<b>NIL</b>	<b>2,970,296</b>

### **Risk Management Policy**

Risk Management policy for the vessels as well as shipyard has been prepared and promulgated. Monthly returns are filed w.r.t. accidents, incidents etc and corrective action instituted.

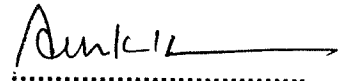
### **Acknowledgement**

Your Directors place on record their sincere appreciation for the continued support from shareholders, customers, suppliers, banks & financial institutions and other business associates. A particular note of thanks to all employees of your Company, without whose contribution, your Company could not have achieved the year's performance.

On behalf of the Board of Directors of  
JITF Shipyards Limited



ANUJ KUMAR  
DIRECTOR  
(DIN No: 05295914)



ALOK KUMAR  
DIRECTOR  
(DIN No: 00930344)

Place : New Delhi  
Dated: 12<sup>th</sup> May, 2014

## **AUDITORS' REPORT**

**To**  
**The Members of JITF SHIPYARDS LIMITED**

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

We have audited the accompanying financial statements of **JITF SHIPYARDS LIMITED**, which comprise the Balance Sheet as at March 31, 2014, and the Statement of Profit and Loss and 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**

Management is responsible for 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 accounting principles generally accepted in India, including the Accounting Standards notified under the Companies Act, 1956 read with General Circular 15/2013 dated 13th September 2013, issued by the Ministry of Corporate Affairs, in respect of Section 133 of the Companies Act, 2013. This responsibility includes the design, implementation and maintenance of internal control 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.

### **Auditors' Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. 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 control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, 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.

### **Opinion**

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

- a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
- b) In the case of the Statement of Profit and Loss Account, 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, 2003 issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
  
2. As required by section 227(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, the Statement of Profit and Loss and the Cash Flow Statement comply with the Accounting Standards notified under the Companies Act, 1956 read with General Circular 15/2013 dated 13th September 2013, issued by the Ministry of Corporate Affairs, in respect of Section 133 of the Companies Act, 2013;
  - e) on the basis of written representations received from the directors as on March 31, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

For N.C. Aggarwal & Co.  
Chartered Accountants  
Firm Registration No. 003273N



G. K. Aggarwal  
Partner

Membership No. 086622

Date: 12<sup>th</sup> May, 2014

Place: New Delhi



**Annexure to Auditors' Report**

Referred to in Paragraph 1 under the heading of "Report on Other Legal and Regulatory Requirements" of our report of even date.

1. (a) The Company has maintained all proper records showing full particulars including quantitative details and situation of fixed assets.  
  
(b) The fixed assets of the Company have been physically verified by the management during the year and we are informed that no serious discrepancies have been noticed by the management on such verification.  
  
(c) The company has not disposed off substantial fixed assets during the year.
2. (a) As explained to us, the management during the year has physically verified inventories. In our opinion, the frequency of verification is reasonable.  
  
(b) According to the information and explanation given to us, the procedures of physical verification of stock followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.  
  
(c) On the basis of our examination of the inventory records, in our opinion, the Company is maintaining records of the inventories. There have been no discrepancies noticed during physical verification of inventories.
3. (a) (i) As informed, the Company has granted unsecured interest free demand loan to holding company covered in the register maintained under section 301 of the companies act, 1956, the terms and conditions of which are prime facie not prejudicial to the interest of the company. The Company has not given any loans and advances whether secured or unsecured to any other company, firm or other parties.  
(ii) As the aforesaid loan to holding company is repayable on demand and therefore, the question of irregularity of payment does not arise.  
(iii) The aforesaid loan of holding company is repayable on demand and therefore, the question of overdue amount does not arise.  
  
(b) The Company has not taken any loans from parties listed under the register maintained under Section 301 of the Companies Act, 1956. Accordingly, paragraphs (iii) (f) and (g) of the Order are not applicable.
4. In our opinion and according to information and explanations given to us, having regard to the explanation that some of the items purchased are of special nature and suitable alternative sources do not exist for obtaining comparable quotations, there are adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchases of inventories, fixed assets and with regard to the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal controls.
5. (a) To the best of our knowledge and belief and according to the information and explanations given to us, we are of the opinion that the particulars of the contracts or arrangements that need to be entered into the register maintained under section 301 of the Companies Act, 1956 have been so entered.



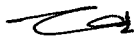
- (b) In our opinion and according to the information and explanation given to us, the transaction with parties with whom transactions exceeds the value of Rupees five lacs have been entered during the financial year are at prices, which are reasonable, having regards to the prevailing market prices at the relevant time.
6. The Company has not accepted any deposits from the public to which the provisions of Section 58A, 58AA or any other relevant provisions of the companies Act, 1956 and the companies(Acceptance of Deposit) Rules, 1975 apply.
7. In our opinion, the Company has an internal audit system commensurate with the size and the nature of the business. However, the same needs to be enlarged.
8. The company has not carried out any manufacturing activity and hence, the para (viii) of the order for maintenance of cost records is not applicable to the company.
9. (a) To the best of our knowledge and as explained, the Company is generally regular in depositing with the appropriate authorities all statutory dues including provident fund, or employees' state insurance, income-tax, sales-tax, wealth-tax, service tax, customs duty, excise duty, cess etc. where there is applicable. There are no arrears as at 31st March, 2014 for a period of more than six months from the date they become payable.
- (b) According to the information and explanation given to us, there are no dues in respect of sales tax, excise duty, Service tax, entry tax, income tax, Wealth Tax and custom duty, which have not been deposited on account of any dispute.
10. The Company's accumulated losses at the year end, i.e. as at March 31, 2014 is not more than fifty per cent of its net worth. The Company has incurred cash losses during the current financial year and in the immediately preceding financial year.
11. According to the records of the Company examined by us and the information and explanations given to us, the Company has not defaulted in repayment of dues to the bank.
12. According to the information and explanations given to us and based on the documents and records produced to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
13. In our opinion, the Company is not a chit fund or a nidhi / mutual benefit fund / society. Therefore, the provisions of clause 4(xiii) of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company.
14. According to the records of the Company examined by us and the information and explanations given to us, the Company, during the year, has not dealt with/traded in shares, securities and other investments.
15. 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.
16. According to the information and explanation furnished to us, the term loan taken from bank have been applied for the purpose for which they were received, other than temporary disbursement pending application.



17. According to the information and explanations given to us and on an overall examination of the balance sheet of the company, in our opinion, there are no funds raised on short term basis which have been used for long term investment.
18. The Company has not made any preferential allotment of shares to the parties and companies covered in the register maintained under section 301 of the Act.
19. No Debentures have been issued during the year; hence clause (xix) of Order is not applicable.
20. The company has not made any public issue during the year.
21. During the course of our examination of the books and records of the company, and according to the information and explanations given to us by the management, we report that no fraud on or by the Company has been noticed or reported during the course of our audit.

For N.C. AGGARWAL & CO.,  
Chartered Accountants  
Firm Registration No. 003273N



  
(G.K. Aggarwal)  
Partner  
M.No. 086622

Place: New Delhi  
Dated: 12<sup>th</sup> May, 2014

**JITF Shipyards Limited****Balance Sheet as at 31st March, 2014**

(Amount in Rs.)

Particulars	Note No	As at 31st March 2014	As at 31st March 2013
<b>I. EQUITY AND LIABILITIES</b>			
(1) <b>Shareholders' Funds</b>			
(a) Share Capital	1	5,63,00,000	5,63,00,000
(b) Reserves and Surplus	2	9,43,75,275	11,01,04,970
(2) <b>Share Application money pending allotment</b>	3	40,00,000	30,54,00,000
(3) <b>Non-current liabilities</b>			
(a) Long-term borrowings	4	1,05,80,000	1,46,27,457
(b) Other Long term liabilities	5	46,00,00,000	5,00,00,000
(c) Long-term provisions	6	1,26,170	13,77,232
(4) <b>Current liabilities</b>			
(a) Short-term borrowings	7	95,08,436	1,17,70,534
(b) Trade payables	8	11,59,247	11,46,507
(c) Other current liabilities	9	1,33,43,790	8,19,95,845
(d) Short-term provisions	10	3,30,301	4,37,552
<b>Total Equity and Liabilities</b>		<b>64,97,23,219</b>	<b>63,31,60,097</b>
<b>II. ASSETS</b>			
(1) <b>Non-current assets</b>			
(a) <b>Fixed Assets</b>	11		
(i) Tangible assets		15,26,52,313	15,29,65,703
(ii) Intangible assets		5,706	7,895
(iii) Capital work-in-progress		33,28,69,867	33,28,69,867
(b) Long-term loans and advances	12	40,21,441	40,21,441
(c) Other non-current assets	13	-	93,167
(2) <b>Current assets</b>			
(a) Current investments	14	3,03,66,996	-
(b) Inventories	15	10,00,000	10,00,000
(c) Trade Receivables	16	-	12,48,00,000
(d) Cash and Bank Balances	17	16,97,078	80,46,103
(e) Short-term loans and advances	18	12,71,09,818	90,31,323
(f) Other current assets	19	-	3,24,598
<b>Total Assets</b>		<b>64,97,23,219</b>	<b>63,31,60,097</b>

Significant accounting policies and notes to the financial statements

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In terms of our report of even date annexed hereto

For N.C. AGGARWAL &amp; CO.

Chartered Accountants

Firm Registration No. 003273

G.K.AGGARWAL

Partner

M.No.086622

Place: New Delhi

Dated 12th May,2014

For and on behalf of the Board Of Directors of  
JITF Shipyards Limited

Anuj Kumar

Director

DIN No:05295914

Alok Kumar

Director

DIN No:00930344

**JITF Shipyards Limited****Statement of Profit and Loss for the year ended 31st March, 2014**

(Amount in Rs.)

Particulars		Note No.	Year ended 31st March 2014	Year ended 31st March 2013
<b>Income</b>				
(I)	Revenue from Operation	20	-	24,04,50,006
	Less:- Excise Duty		-	70,10,558
			-	23,34,39,448
(II)	Other income	21	4,63,192	1,47,89,081
(III)	<b>Total Revenue</b>		<b>4,63,192</b>	<b>24,82,28,529</b>
<b>Expenses:</b>				
	Cost of materials consumed	22	-	7,37,14,815
	Changes in inventories of finished goods, work in progress and Stock-in-trade	23	-	14,69,67,112
	Manufacturing Expenses	24	11,25,102	22,76,461
	Employee benefits expense	25	62,17,178	1,50,61,491
	Finance costs	26	39,39,555	46,75,659
	Depreciation and amortization expense	27	3,15,579	6,59,518
	Other Expenses	28	45,95,473	60,44,468
(IV)	<b>Total Expenses</b>		<b>1,61,92,887</b>	<b>24,93,99,524</b>
(V)	<b>Profit/(Loss) before tax (III-IV)</b>		<b>(1,57,29,695)</b>	<b>(11,70,995)</b>
(VI)	Tax expense:			
	(1) Current tax		-	-
	(2) Deferred tax		-	-
(VII)	<b>Profit/(Loss) for the year</b>		<b>(1,57,29,695)</b>	<b>(11,70,995)</b>
(VIII)	Earnings per equity share of Face value of Rs.10/- each			
	(1) Basic		(2.79)	(0.21)
	(2) Diluted		(2.79)	(0.21)

**Significant accounting policies and notes to the financial statements**

29

In terms of our report of even date annexed hereto

For N.C. AGGARWAL & CO.  
Chartered Accountants  
Firm Registration No. 003273N

G.K.AGGARWAL  
Partner

M.No.086622

Place : New Delhi

Dated 12th May,2014



For and on behalf of the Board Of Directors of  
JITF Shipyards Limited

Anuj Kumar  
Director

DIN No:05295914

Alok Kumar  
Director

DIN No:00930344

**JITF Shipyards Limited**  
**Cash Flow Statement for the year ended March 31, 2014**

(Amount in Rs.)

S.No.	Particulars	For the year ended 31st March,2014	For the year ended 31st March,2013
<b>A.</b>	<b>CASH FLOWS FROM OPEARTING ACTIVITIES:</b>		
	Net Profit/(loss) Before Income taxes	(1,57,29,695)	(11,70,995)
	Adjustment for:		
	Depreciation	3,15,579	6,59,518
	Miscellaneous expenditure written off	93,168	93,167
	Interest Paid	16,20,379	18,56,730
	Interest Income	(76,112)	(1,50,936)
	Dividend Income	(3,66,996)	-
	<b>Operating profit before working capital changes</b>	<b>(1,41,43,677)</b>	<b>12,87,484</b>
	Loans and advances	(11,80,69,732)	1,41,06,971
	Inventories	-	14,69,67,112
	Trade and Other Receivable	12,48,00,000	(12,47,98,962)
	Current Liabilities and Provision	33,75,71,787	(11,94,01,975)
	<b>Cash generated from operations</b>	<b>33,01,58,377</b>	<b>(8,18,39,370)</b>
	Direct taxes paid	(8,763)	(1,038)
	<b>Net cash Inflow/(Outflow) from operating activities</b>	<b>33,01,49,614</b>	<b>(8,18,40,408)</b>
<b>B.</b>	<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
	Interest received	4,00,709	38,153
	Dividend Received	3,66,996	(54,04,669)
	(Purchase) of Investment	(3,03,66,996)	-
	Sale/(Purchase) of fixed assets(net)	-	-
	<b>Net cash (Outflow) from investing activities</b>	<b>(2,95,99,291)</b>	<b>(53,66,516)</b>
<b>C.</b>	<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
	Interest Paid	-14,51,320	(18,56,730)
	Proceeds from Share Application Money	(30,14,00,000)	9,36,00,000
	Repayment of Term Loan	(40,48,029)	(32,22,124)
	<b>Net cash Inflow from financing activities</b>	<b>(30,68,99,349)</b>	<b>8,85,21,146</b>
	<b>Net increase in cash and cash equivalents</b>	<b>(63,49,025)</b>	<b>13,14,222</b>
	<b>Cash and cash equivalents (opening balance)</b>	<b>80,46,103</b>	<b>67,31,881</b>
	<b>Cash and cash equivalents (closing balance)</b>	<b>16,97,078</b>	<b>80,46,103</b>
		<b>(63,49,025)</b>	<b>13,14,222</b>

Note:

- 1 Cash and cash equivalents (closing balance) includes other Bank Balance of Rs.Nil/-(Previous Year Rs. 1,337,500)
- 2 Previous Year figures have been regrouped wherever considered necessary.

As per our report of even date

For **N. C. Aggarwal & Co.**  
Chartered Accountants  
Firm Registration No: 0032730





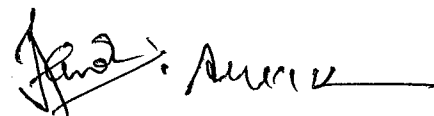
**G.K. Aggarwal**  
Partner

Membership No. 086622

Place: New Delhi

Dated: 12th May,2014

For and on behalf of the Board of  
Directors of JITF Shipyards Limited



**Anuj Kumar**  
Director

DIN No:05295914

**Alok Kumar**  
Director

DIN No:00930344

**JITF Shipyards Limited**
**Notes forming part of Balance sheet and Statement of Profit and Loss**

(Amount in Rs.)

	DESCRIPTION	As at 31st March 2014	As at 31st March 2013
<b>1</b>	<b>SHARE CAPITAL</b>		
(a)	<b>AUTHORISED SHARE CAPITAL</b> 6,000,000 Equity Shares of Rs. 10/- each	6,00,00,000	6,00,00,000
(b)	<b>ISSUED, SUBSCRIBED AND PAID UP CAPITAL</b> 5,630,000 Equity Shares of Rs.10/-each fully paid up	5,63,00,000	5,63,00,000
(c)	<b>RECONCILIATION OF THE NUMBER OF SHARES OUTSTANDING AT THE BEGINNING AND AT THE END OF THE YEAR</b> Shares outstanding at the beginning of the year Add: Shares issued during the year	56,30,000	56,30,000
	<b>Shares outstanding at the end of the year</b>	<b>56,30,000</b>	<b>56,30,000</b>

(d)	SHARE OF THE COMPANY HELD BY :-	No of Shares	No of Shares
	Jindal ITF Limited	56,30,000	56,30,000

(e) SHARES IN THE COMPANY HELD BY EACH SHAREHOLDER HOLDING MORE THAN 5% SHARES ARE AS UNDER:				
Name of the Shareholder	As at 31st March 2014		As at March 2013 31st	
	No. of Shares Held	% of Holding	No. of Shares Held	% of Holding
Jindal ITF Limited*	56,30,000	100%	56,30,000	100%

\* Including 700 Shares (Previous year 700) held by Person/Companies as nominee of Jindal ITF Ltd.

(f)	Terms/Rights attached to Equity Shares
	The Company has only one class of equity shares having a par value of Rs.10/- per equity share. Each equity shareholder is entitled to one vote per share.

	DESCRIPTION	As at 31st March 2014	As at 31st March 2013
<b>2</b>	<b>RESERVES AND SURPLUS</b>		
(a)	<b>SECURITIES PREMIUM ACCOUNT</b> As per last account	11,16,00,000	11,16,00,000
	<b>Closing Balance</b>	<b>11,16,00,000</b>	<b>11,16,00,000</b>
(b)	<b>PROFIT AND LOSS ACCOUNT</b> Profit/(Loss) Brought Forward	(14,95,030)	(3,24,035)
	Add:-Profit/(Loss) after tax for the year	(1,57,29,695)	(11,70,995)
	<b>Closing Balance</b>	<b>(1,72,24,725)</b>	<b>(14,95,030)</b>
	<b>Total Reserves and Surplus (a+b)</b>	<b>9,43,75,275</b>	<b>11,01,04,970</b>

3	SHARE APPLICATION MONEY PENDING ALLOTMENT	40,00,000	30,54,00,000
	(133,333 Equity shares at a premium of Rs.20/-per share to be allotted till the end of next year. )		

	DESCRIPTION	As at 31st March 2014	As at 31st March 2013
<b>4</b>	<b>LONG-TERM BORROWINGS</b>		
	<b>SECURED LONG TERM BORROWINGS</b>		
	<b>TERM LOAN FROM BANKS</b>		
	Rupee Term Loan*	1,05,80,000	1,46,27,457
	<b>Sub Total Rupee Term Loan</b>	<b>1,05,80,000</b>	<b>1,46,27,457</b>
	<b>Total Long Term Borrowings</b>	<b>1,05,80,000</b>	<b>1,46,27,457</b>

\*Term loan from United Bank of India of Rs.2.75 crore carries interest@13.70 % repayable in 28 quarterly equal installments of Rs 9,82,000 from December 2010.Term loan is secured by hypothecation of company's all movable plant and machinery, electrical fittings, furnitures, fittings and all other movable fixed assets, both present and future.



**JITF Shipyards Limited****Notes forming part of Balance sheet and Statement of Profit and Loss**

(Amount in Rs.)

	<u>DESCRIPTION</u>	As at 31st March 2014	As at 31st March 2013
5	<b>OTHER LONG TERM LIABILITIES</b>		
	<b>Advance for Land Purchase</b>		
	From Related Party		
	-Jindal Saw Limited	33,00,00,000	5,00,00,000
	From Others	13,00,00,000	-
	<b>Total Other Long Term Liabilities</b>	<b>46,00,00,000</b>	<b>5,00,00,000</b>

	<u>DESCRIPTION</u>	As at 31st March 2014	As at 31st March 2013
6	<b>LONG TERM PROVISIONS</b>		
	For Employee Benefits		
	Gratuity	74,800	4,91,838
	Leave Encashment	51,370	8,85,394
	<b>Total Long Term Provisions</b>	<b>1,26,170</b>	<b>13,77,232</b>

	<u>DESCRIPTION</u>	As at 31st March 2014	As at 31st March 2013
7	<b>SHORT TERM BORROWINGS</b>		
	<b>SECURED</b>		
	Working Capital Loan*	95,08,436	1,17,70,534
	<b>Total Secured Short Term Borrowings</b>	<b>95,08,436</b>	<b>1,17,70,534</b>
	<b>Total Short Term Borrowings</b>	<b>95,08,436</b>	<b>1,17,70,534</b>

\*Secured by hypothecation of company's entire current assets including inventories, receivables other current assets and operating cash flow, both present and future and carries interest @ 13.50% p.a.

	<u>DESCRIPTION</u>	As at 31st March 2014	As at 31st March 2013
8	<b>TRADE PAYABLES*</b>		
	Dues to other than Micro and Small enterprises*	11,59,247	11,46,507
	<b>Total Trade Payables</b>	<b>11,59,247</b>	<b>11,46,507</b>

\*There are no Micro and Small Enterprises, to whom the Company owes dues as at 31st March 2014. This Information as Required to be disclosed under the Micro, Small and Medium Enterprises Development Act 2006 has been Determined to the extent such Parties have been Identified on the basis of information available with the Company.

	<u>DESCRIPTION</u>	As at 31st March 2014	As at 31st March 2013
9	<b>OTHER CURRENT LIABILITIES</b>		
a)	Current maturities of Long term debt.	39,28,000	39,28,572
b)	Interest accrued and due	1,69,059	-
c)	Advance Received from related Party against Barge JITF Waterways Limited-Fellow subsidiary	-	1,60,88,157
d)	Other payable		
	Statutory Dues	90,936	52,92,033
	Capital Creditors	31,88,860	31,88,860
	Due to Related Party- JITF Water Infrastructure Limited	-	2,99,62,920
	Due to Employees	2,700	56,819
	Due to others	59,64,235	2,34,78,484
	<b>Total Other Current Liabilities(a+b+c)</b>	<b>1,33,43,790</b>	<b>8,19,95,845</b>



**JITF Shipyards Limited****Notes forming part of Balance sheet and Statement of Profit and Loss**

(Amount in Rs.)

	<b>DESCRIPTION</b>	<b>As at 31st March 2014</b>	<b>As at 31st March 2013</b>
10	<b>SHORT TERM PROVISIONS</b>		
(a)	<b>For Employee Benefits</b>		
	Gratuity	2,256	15,096
	Leave Encashment	3,045	97,456
(b)	<b>Others</b>		
	Income Tax Provision	3,25,000	3,25,000
	<b>Total Short Term Provisions(a+b)</b>	<b>3,30,301</b>	<b>4,37,552</b>



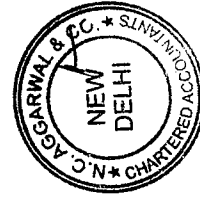
**JITF Shipyards Limited**

**Notes forming part of Balance sheet and Statement of Profit and Loss**

**Note-11**

**FIXED ASSETS**

	Gross Block				Accumulated Depreciation			Net Block	
	Fixed Assets	Balance as at	Additions/ (Disposals)	Balance as at	Depreciation charge for the year	On disposals	Balance as at	Balance as at	
		1st April 2013		31st March 2014			31st March 2014		31st March 2013
<b>A</b>	<b>Tangible Assets</b>								
	Land	14,30,96,015	-	14,30,96,015	-	-	14,30,96,015	14,30,96,015	
	Plant and Equipment	1,14,29,527	-	1,14,29,527	1,90,167	-	90,14,014	92,04,181	
	Furniture and Fixtures	60,000	-	60,000	3,798	-	45,297	49,095	
	Vehicles	4,74,465	-	4,74,465	45,074	-	2,71,570	3,16,644	
	Office equipment	5,53,618	(4,300)	5,49,318	74,351	4,300	2,25,417	2,99,768	
	<b>Total</b>	<b>15,56,13,625</b>	<b>(4,300)</b>	<b>15,56,09,325</b>	<b>3,13,390</b>	<b>4,300</b>	<b>15,26,52,313</b>	<b>15,29,65,703</b>	
<b>B</b>	<b>Intangible Assets</b>								
	Computer Software	13,500	-	13,500	2,189	-	5,706	7,895	
	<b>Total</b>	<b>13,500</b>	<b>-</b>	<b>13,500</b>	<b>2,189</b>	<b>-</b>	<b>5,706</b>	<b>7,895</b>	
	<b>Total (A+B)</b>	<b>15,56,27,125</b>	<b>(4,300)</b>	<b>15,56,22,825</b>	<b>3,15,579</b>	<b>4,300</b>	<b>15,26,58,019</b>	<b>15,29,73,598</b>	
	<b>Previous Year</b>	<b>15,12,06,137</b>	<b>44,20,988</b>	<b>15,56,27,125</b>	<b>6,59,518</b>	<b>-</b>	<b>15,29,73,598</b>	<b>-</b>	

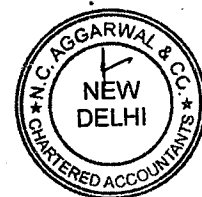


**JITF Shipyards Limited****Notes forming part of Balance sheet and Statement of Profit and Loss**

(Amount in Rs.)

	<b>DESCRIPTION</b>	<b>As at 31st March 2014</b>	<b>As at 31st March 2013</b>
<b>12</b>	<b>Long-term loans and advances</b>		
<b>(a)</b>	<b>Capital Advances</b>		
	Unsecured, considered good	35,06,509	35,06,509
	<b>Sub Total- Capital Advances</b>	<b>35,06,509</b>	<b>35,06,509</b>
<b>(b)</b>	<b>Security Deposits</b>		
	Unsecured, considered good	5,14,932	5,14,932
	<b>Sub Total-Security Deposits</b>	<b>5,14,932</b>	<b>5,14,932</b>
	<b>Sub Total Other Loan and Advances (a+b)</b>	<b>5,14,932</b>	<b>5,14,932</b>
	<b>Total Long Term Loans and Advances(a+b)</b>	<b>40,21,441</b>	<b>40,21,441</b>

	<b>DESCRIPTION</b>	<b>As at 31st March 2014</b>	<b>As at 31st March 2013</b>
<b>13</b>	<b>Other Non Current Assets</b>		
	Miscellaneous Expenditure to the extent not written off	-	93,167
	<b>Total Other Non Current Assets</b>	<b>-</b>	<b>93,167</b>



**JITF Shipyards Limited**

**Notes forming part of Balance sheet and Statement of Profit and Loss**

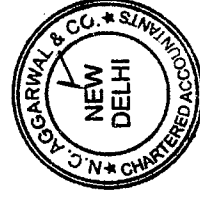
**Note - 14**

**INVESTMENTS**

Sr. No.	PARTICULARS	31.03.2014		31.03.2013		
		Nos.	Face Value (Rs.)	Amount (Rs.)	Nos.	Face Value (Rs.)
	<u>Current Investments - Non Trade</u> <u>( At Cost Less Provision )</u> <u>Short term investments</u> Reliance Liquid Fund	30,351.52	1,000.51	3,03,66,996		-
	<b>Aggregate value of quoted investments</b>			3,03,66,996		-

**Market Value of quoted Investments**

3,03,66,996



**JITF Shipyards Limited**
**Notes forming part of Balance sheet and Statement of Profit and Loss**

(Amount in Rs.)

	<u>DESCRIPTION</u>	As at 31st March 2014	As at 31st March 2013
15	<b>Inventories</b>		
	Scrap	10,00,000	10,00,000
	<b>Total Inventories</b>	<b>10,00,000</b>	<b>10,00,000</b>

	<u>DESCRIPTION</u>	As at 31st March 2014	As at 31st March 2013
16	<b>Trade Receivables</b>		
	<b>Unsecured, considered good</b>		
	<b>Outstanding less than six months</b>		
	From Related Party-Jindal ITF Limited	-	12,48,00,000
	<b>Total Trade Receivables</b>	<b>-</b>	<b>12,48,00,000</b>

	<u>DESCRIPTION</u>	As at 31st March 2014	As at 31st March 2013
17	<b>Cash and Bank Balances</b>		
A	<b>Cash and Cash Equivalents</b>		
	<b>Balances with Banks</b>		
	Current Accounts	16,45,674	65,36,137
	Cash on Hand	51,404	1,72,466
B	<b>Other Bank Balances</b>		
	Fixed Deposit with original maturity of more than twelve months*	-	13,37,500
	<b>Total Cash and Bank Balances (A+B)</b>	<b>16,97,078</b>	<b>80,46,103</b>

\*Out of this Pledged with bank Rs.Nil/- (Previous year Rs.1,337,500)

	<u>DESCRIPTION</u>	As at 31st March 2014	As at 31st March 2013
18	<b>Short-term loans and advances</b>		
	<b>Unsecured, Considered good</b>		
	Advance Recoverable in Cash or in kind*	78,15,682	84,04,016
	Advance to related Party		
	-Jindal ITF Limited	11,88,00,000	-
	TDS Receivable	23,083	14,320
	Other	4,71,053	6,12,987
	<b>Total Short Term Loans and Advances</b>	<b>12,71,09,818</b>	<b>90,31,323</b>

\*includes service tax cenvat, vat input etc.

	<u>DESCRIPTION</u>	As at 31st March 2014	As at 31st March 2013
19	<b>Other Current Assets</b>		
	Interest accrued on Investment /Fixed Deposit	-	3,24,598
	<b>Total Other Current Assets</b>	<b>-</b>	<b>3,24,598</b>



**JITF Shipyards Limited****Notes forming part of Balance sheet and Statement of Profit and Loss**

(Amount in Rs.)

	<b>DESCRIPTION</b>	<b>Year ended 31st March 2014</b>	<b>Year ended 31st March 2013</b>
20	<b>Revenue From Operations</b> Sale of Barges	-	24,04,50,006
	<b>Total</b>	-	<b>24,04,50,006</b>

	<b>DESCRIPTION</b>	<b>Year ended 31st March 2014</b>	<b>Year ended 31st March 2013</b>
21	<b>Other Income</b> Interest Income on Fixed Deposit Security Deposit Erection and Commissioning income Dividend Income Misc. Income	76,112 - - 3,66,996 20,084	1,24,455 26,481 1,46,38,145 - -
	<b>Total</b>	<b>4,63,192</b>	<b>1,47,89,081</b>

	<b>DESCRIPTION</b>	<b>Year ended 31st March 2014</b>	<b>Year ended 31st March 2013</b>
22	<b>Cost of Material Consumed</b> Raw Material Consumed	-	7,37,14,815
	<b>Total</b>	-	<b>7,37,14,815</b>

	<b>DESCRIPTION</b>	<b>Year ended 31st March 2014</b>	<b>Year ended 31st March 2013</b>
23	<b>Changes in inventories of finished goods, work in progress and Stock-in-trade</b> Opening Stock Work in Progress Scrap <b>Total Opening Stock</b> Closing Stock Work in Progress Scrap <b>Total Closing Stock</b>  <b>(Increase)/Decrease in Stock</b>	- 10,00,000 10,00,000  10,00,000 10,00,000 - - -	14,79,67,112  14,79,67,112  10,00,000 10,00,000  14,69,67,112
	<b>Total</b>	-	<b>14,69,67,112</b>

	<b>DESCRIPTION</b>	<b>Year ended 31st March 2014</b>	<b>Year ended 31st March 2013</b>
24	<b>Manufacturing Expenses</b> Power and Fuel Repairs to machinery Consumption of Stores and Spare	9,49,774 1,73,001 2,327	15,14,219 7,50,128 12,114
	<b>Total</b>	<b>11,25,102</b>	<b>22,76,461</b>



**JITF Shipyards Limited****Notes forming part of Balance sheet and Statement of Profit and Loss**

(Amount in Rs.)

	<b>DESCRIPTION</b>	<b>Year ended 31st March 2014</b>	<b>Year ended 31st March 2013</b>
<b>25</b>	<b>Employee Benefits Expense</b>		
	Salaries and Wages	56,34,933	1,40,60,732
	Contribution to provident and other funds	3,94,889	7,37,948
	Workmen and Staff Welfare	1,87,356	2,62,811
	<b>Total</b>	<b>62,17,178</b>	<b>1,50,61,491</b>

	<b>DESCRIPTION</b>	<b>Year ended 31st March 2014</b>	<b>Year ended 31st March 2013</b>
<b>26</b>	<b>Finance Costs</b>		
	Interest on Term Loan	22,66,338	27,79,837
	Interest on Bank Borrowings	16,20,379	18,56,730
	Bank Charges	52,838	39,092
	<b>Total</b>	<b>39,39,555</b>	<b>46,75,659</b>

	<b>DESCRIPTION</b>	<b>Year ended 31st March 2014</b>	<b>Year ended 31st March 2013</b>
<b>27</b>	<b>Depreciation and amortization expense</b>		
	Depreciation on Fixed Assets	3,13,390	6,57,330
	Amortization of Intangible assets	2,189	2,188
	<b>Total</b>	<b>3,15,579</b>	<b>6,59,518</b>

	<b>DESCRIPTION</b>	<b>Year ended 31st March 2014</b>	<b>Year ended 31st March 2013</b>
<b>28</b>	<b>Other Expenses</b>		
	Insurance	1,61,090	1,16,082
	Legal and Professional	3,28,226	3,75,213
	Postage, Telegrams and Telephone	1,05,002	2,32,185
	Printing and Stationary	30,922	53,317
	Travelling and Conveyance	10,97,522	24,40,432
	Vehicle Upkeep and Maintenance	2,43,626	8,59,577
	Auditor's Remuneration		
	As Audit Fees	37,483	36,000
	Donation	9,000	-
	Miscellaneous Expenses	24,89,434	18,38,495
	Miscellaneous Expenses Written off	93,168	93,167
	<b>Total</b>	<b>45,95,473</b>	<b>60,44,468</b>



**JITF SHIPYARDS LIMITED**  
**SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO FINANCIAL STATEMENTS**  
**NOTE: 29**

**1. Nature of Operations**

JITF Shipyards Limited is a Company incorporated on 29<sup>th</sup> March, 2007 with the main object to carry on the business of ship building, shipping, navel architecture, marine engineering, and ocean engineering, and to undertake manufacture, repairs, and maintenance jobs for all kinds of ships in and outside India.

**2. Statement of Significant Accounting Policies**

**(a) Basis of preparation**

The financial statements have been prepared to comply in all material respects with the mandatory Accounting Standards issued by the Institute of Chartered Accountants of India and the relevant provisions of the Companies Act, 1956. The financial statements have been prepared under the historical cost convention on an accrual basis.

**(b) Fixed Assets**

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

All revenue expenditure direct and indirect inclusive of borrowing costs incurred till the date of completion of the project is carried to the pre-operative expenditure.

Leasehold land will be amortised after commencement of operation over the tenure of unexpired period of lease.

**(c) Investments**

Long-term investments are stated at cost which inter-alia includes brokerage, commission, stamp duty etc. When there is a decline in their value except temporary decline, the carrying amount is reduced on an individual investment basis and decline is charged to the Profit and Loss account. Appropriate adjustment is made in carrying cost of investment in case of subsequent rise in value of investments.

Current investments are stated at cost or market value, whichever is less.

**(d) Inventories**

Inventory of Barge build up in progress is valued at cost keeping in views the milestones of uncertified work. However estimated loss of the project activity to be undertaken in future years is to be provided for..

**(e) Foreign Exchange Transactions**

Foreign currency transaction during the year recorded at the rate of exchange prevailing at the date of transaction. Current assets, loan other than for financing fixed assets and current liabilities in foreign currency, outstanding at the year end are translated at the rate of exchange prevailing at the close of the year and resultant gains/losses are recognized in profit and loss account of the year except in cases where they are covered by specific forward foreign exchange contracts in which cases these are translated at contracted rate of exchange and resultant gains/losses recognized in profit and loss account over the life of contract .

Gain or loss on reinstatement on the forward exchange transaction or on cancellation of forward exchange contracts, if any, is reflected in the profit and loss account

**(f) Earnings Per Share**

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the year. Partly paid equity shares are treated as a fraction of an equity share to the extent that they were entitled to participate in dividends relative to a fully paid equity share during the reporting year.

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

**(g) Retirement Benefits**

**(i) Liabilities in respect of gratuity to the employees are accounted for on for on actuarial valuation basis as per determined at**



**JITF SHIPYARDS LIMITED**  
**SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO FINANCIAL STATEMENTS**  
**NOTE: 29**

- (ii) Liabilities in respect of accumulated leave leaves to the credit of employees are accounted for on actuarial valuation basis as per determined at the year end.

(h) **Taxation**

Current tax provision is computed for income calculated after considering allowances and exemptions under the provisions of the applicable Income Tax Laws.

Deferred Tax is accounted at the current rate of tax to the extent of temporary timing differences that originate in one period and are capable of reversal in one or more subsequent periods. However, no deferred tax asset is created where there is no virtual certainty as to the sufficient future taxable profit.

(i) **Miscellaneous Expenditure**

Preliminary Expenses i.e Initial Share issue expenses will be amortized in five years after the Commencement of Business.

3. No deferred tax asset is created in view of the virtual certainty supported by convincing evidence as to the sufficient future taxable profit.

	<u>Current Year</u>	<u>Previous year</u>
4. <b>Contingent Liabilities</b>	Nil	Nil

5. **Related Party Transactions**

- (a). List of Related Parties & Relationship (As identified by the Management)

**Holding Company**

Jindal ITF Limited (Direct holding )

Jindal Saw Limited ( Indirect holding through Jindal ITF Limited )

**Fellow Subsidiary Companies**

- JITF Water Infrastructure Limited
- JITF Waterways Limited
- JITF Urban Infrastructure Services Limited
- JITF Urban Infrastructure Limited
- JITF Infralogistics Limited
- Jindal Rail Infrastructure Limited
- Jindal Intellicom Limited
- JITF ESIPL CETP (Sitarganj) Limited (Indirect)
- Timarpur-Okhla Waste Management Company Private Limited (Indirect)
- JITF Water Infra (Naya Raipur) Limited (Indirect)
- JITF Coal Logistics Limited
- JITF Shipping & Logistics (Singapore) Pte Ltd (Indirect)
- JITF Urban Waste Management (Bathinda ) Limited (Indirect)
- JITF Urban Waste Management (Ferozepur ) Limited (Indirect)
- JITF Urban Waste Management (Jalandhar ) Limited (Indirect)
- JITF Industrial Infrastructure Development company Limited
- IUP Jindal Metals & Alloys Limited (Indirect)
- S.V. Trading Limited (Indirect)
- Jindal Saw USA, LLC (Indirect)
- Jindal Saw Holding FZE (Indirect)
- Jindal Saw Middle East FZC (Indirect)
- Jindal Saw Gulf LLC (Indirect)
- Intellicom Insurance Advisors Limited (Indirect)
- Ralael Holdings Limited (Indirect)
- Jindal Saw Italia S.P.A (Indirect)



**JITF SHIPYARDS LIMITED**  
**SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO FINANCIAL STATEMENTS**  
**NOTE: 29**

- Green Ray Holdings
- Derwent Sand SARM(Indirect)
- Universal Tube Accessories Pvt. Limited
- Jindal Saw Espana SL

**(iii) Joint Venture**

- JWIL-SSIL JV
- SMC-JWIL JV
- JWIL-RANHILL JV
- TAPI-JWIL JV

**(iv) Key Management Personnel**

- Sanjay Varma (Director upto 15<sup>th</sup> January,2013) and General Manager from 16th January,2013 to 31<sup>st</sup> July'2013.

**(b). Transactions** **(Amount in Rs.)**

Description	Holding Company		Fellow Subsidiary Company		Total	
	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year
<b>Share application money received</b> Jindal ITF Limited	188,600,000	93,600,000	Nil	Nil	188,600,000	93,600,000
<b>Share application money repaid</b> Jindal ITF Limited	490,000,000	Nil	Nil	Nil	490,000,000	Nil
<b>Expenses reimbursed/to be reimbursed</b> JITF Waterways Limited Jindal Rail Infrastructure Limited	Nil Nil	Nil Nil	81,445 361,855	13,190 Nil	81,445 3,61,855	13,190 Nil
<b>Advance received</b> JITF Waterways Limited Jindal Rail Infrastructure Limited Jindal Saw Limited	Nil Nil 280,000,000	Nil Nil Nil	Nil Nil Nil	1,500,000 Nil Nil	Nil Nil 280,000,000	1,500,000 Nil Nil
<b>Advance paid</b> JITF Waterways Limited Jindal ITF Limited	Nil 118,800,000	Nil Nil	16088157 Nil	Nil Nil	16,088,157 118,800,000	Nil Nil
<b>Amount repaid</b> JITF Water Infrastructure Limited	Nil	Nil	29962920	Nil	29962920	Nil
<b>Erection and commission income from</b> Jindal Rail Infrastructure Limited	Nil	Nil		15,000,000	Nil	15,000,000
<b>Material Purchase</b>						



**JITF SHIPYARDS LIMITED**
**SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO FINANCIAL STATEMENTS**
**NOTE: 29**

<b>Sale of Barge</b>						
Jindal ITF Limited	Nil	124,800,000	Nil	Nil	Nil	124,800,000
Jindal Waterways Limited	Nil	Nil	Nil	125,268,006	Nil	125,268,006
<b>Balance as on 31.3.2014</b>						
<b>Share application money received</b>						
Jindal ITF Limited	4,000,000	305,400,000	Nil	Nil	4,000,000	305,400,000
<b>Share Capital including premium</b>						
Jindal ITF Limited	167,900,000	167,900,000	Nil	Nil	167,900,000	167,900,000
<b>Amount Payable</b>						
JITF Water Infrastructure Limited	Nil	Nil	Nil	29,962,920	Nil	29,962,920
<b>Advance Payable</b>						
JITF Waterways Limited	Nil	Nil	Nil	16,088,157	Nil	16,088,157
Jindal Saw Limited	330,000,000	50,000,000	Nil	Nil	330,000,000	50,000,000
<b>Amount Receivable</b>						
Jindal ITF Ltd	118,800,000	124,800,000	Nil	Nil	118,800,000	124,800,000

**Remuneration to Key Management Personnel**

(Amount in Rs.)

Salary, bonus and contribution to PF including Perquisites	Current Year	Previous Year
Sanjay Varma	6,30,380	20,92,220

**6. Director Remuneration**

(Amount in Rs.)

Particulars	Current year	Previous year
Salary including allowances	--	1,286,538
Commission	--	--
Contribution to Provident Fund	--	62,747
Perquisites paid	--	307,056
<b>Total</b>	<b>Nil</b>	<b>1,556,341</b>

7. Appeals in respect of certain assessments are pending and additional tax liability/refunds consequent on decision of the same is not determinable. However, on the basis of the tax return filed and assessment completed, the provision for taxation made is adequate.



**JITF SHIPYARDS LIMITED**  
**SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO FINANCIAL STATEMENTS**  
**NOTE: 29**

8. The disclosure regarding employee benefits as per AS-15 on "Employee Benefits" (Revised 2005) are as under:-

**Defined Contribution Plan:**

Company's contribution to Provident Fund Rs. 339,657/- (Previous Year Rs. . 687,026/-)

**Defined Benefits Plan:**

**Gratuity and leave encashment**

Actuarial Assumptions	Gratuity (Funded)		Leave Encashment (Non-Funded)	
	Current Year	Previous Year	Current Year	Previous Year
Discount Rate (per annum)	9.00	8.00	9.00	8.00
Future salary increase	6.50	5.50	6.50	5.50
Expect return on plan assets	8.75	9.00	0.00	0.00
Mortality rate	IALM (2006-2008)	LIC (1994-96) Ultimate Mortality Table	IALM (2006-2008)	LIC (1994-96) Ultimate Mortality Table

The assumption of future salary increase takes into account the inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.

Reconciliation of present value of obligation	Gratuity (Funded)		Leave Encashment (Non-Funded)	
	Current Year	Previous Year	Current Year	Previous Year
	(Amount in Rs.)		(Amount in Rs.)	
Present value of obligation at the beginning of the Year	5,06,934	6,18,400	982,850	976,585
Current Service Cost	17,375	1,83,245	13,160	358,451
Past Service Cost	Nil	Nil	88,457	78,127
Interest Cost	45,624	49,472	Nil	Nil
Actuarial (gain)/ loss	(2,06,415)	(3,27,511)	(790,516)	(168,716)
Benefits paid	(2,86,462)	(16,672)	(239,536)	(261,597)
Present value of obligation at the end of the Year	77,056	5,06,934	54,415	982,850
Net (Asset)/Liability recognized in the Balance Sheet as at Year end	Gratuity (Funded)		Leave Encashment (Non-Funded)	
	(Amount in Rs.)		(Amount in Rs.)	
Present value of obligation at the end of the Year	77,056	5,06,934	54,415	982,850
Fair value of plan assets at end of the Year	-	-	Nil	Nil
Funded status/Difference	-	-	(54,415)	(982,850)

Excess of actual over estimated	9,442	(24)	Nil	Nil
Net present value of funded obligation recognized as asset/(liability) in the Balance Sheet	(77,056)	(5,06,934)	(54,415)	(982,850)
Expenses recognized in the	Gratuity		Leave Encashment	



**JITF SHIPYARDS LIMITED**

**SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO FINANCIAL STATEMENTS**

**NOTE: 29**

Current Service Cost	17,375	1,83,245	13,160	358,451
Interest Cost	45,624	49,472	88,457	78,127
Expect return on plan assets	(47,363)	(46,072)	Nil	Nil
Actuarial (gain)/loss recognised in the year	(2,15,857)	(3,27,487)	(790,516)	(168,716)
Past Service Cost	Nil	Nil	Nil	Nil
Benefit Paid	Nil	Nil	239,536	261,597
Total expenses recognised in the Profit and Loss Account for the Year	(2,00,221)	(1,40,842)	(688,899)	267,862

**9. Foreign Currency Expenditure**

Particulars	(Amount in Rs.)	
	Current Year	Previous Year
Material Purchase	Nil	2,970,296
Travelling Expenses	Nil	Nil
<b>Total</b>	<b>Nil</b>	<b>2,970,296</b>

**10. Capital Work in progress includes following Pre operative expenses Pending allocation**

Detail of Pre-operative Expenses	As at 31st March, 2014 (Rs.)	As at 31st March, 2013 (Rs.)
Opening Balance	25,544,352	25,544,352
<b>Total</b>	<b>25,544,352</b>	<b>25,544,352</b>

**11. Earning per share (EPS) :**

Description	(Amount in Rs.)	
	Year ended 31st March, 2014	Year ended 31st March, 2013
<b>Basic and Diluted</b>		
Profit/(Loss) For the year after tax	(15,729,695)	(11,70,995)
No.of shares outstanding at the end of year	5,630,000	5,630,000
Weighted Average No of Shares outstanding for calculating Basic EPS	5,630,000	5,630,000
Weighted Average No of Shares outstanding for calculating Diluted EPS	5,630,000	5,630,000
Earning per share (Basic)	(2.79)	(0.21)
Earning per share (Diluted)	(2.79)	(0.21)




**JITF SHIPYARDS LIMITED**  
**SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO FINANCIAL STATEMENTS**  
**NOTE: 29**

12. Previous year figures have been regrouped/rearranged wherever considered necessary.

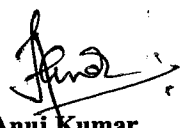
As per our report of even date attached

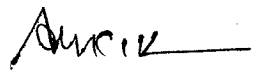
**For N. C. Aggarwal & Co.**  
Chartered Accountants  
Firm Registration No: 003273N

  
**G. K. Aggarwal**  
Partner  
Membership No. 08662  
Place: New Delhi  
Dated: 12<sup>th</sup> May, 2014



For and on behalf of the Board of Directors of  
JITF Shipyards Limited

  
**Anuj Kumar**  
Director  
DIN No: 05295914

  
**Alok Kumar**  
Director  
DIN No: 00930344

**NOTICE**

Notice is hereby given that the 6<sup>th</sup> Annual General Meeting of the members of JITF Shipyards Limited will be held on Tuesday, the 24<sup>th</sup> day of September, 2013, at 28, Shivaji Marg, New Delhi – 110015 at 11:00 AM to transact the following business:

**AS ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance Sheet of the Company for the Financial Year ended on 31<sup>st</sup> March, 2013 and the statement of Profit and Loss Account for the year ended on that date along with the Reports of the Directors & Auditors thereon.
2. To appoint a Director in place of Mr. Deepak Goyal who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint Auditors and fix their remuneration by passing the following resolution as an Ordinary Resolution with or without modification(s):

"RESOLVED THAT M/s. N.C. Aggarwal & Co., Chartered Accountants be and are hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting for auditing the accounts of the company for the financial year 2013-2014 at such remuneration as may be determined by the Board of Directors of the company".

**AS SPECIAL BUSINESS:**

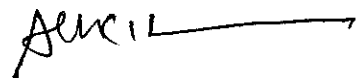
4. To consider and if thought fit, to pass with or without modifications, the following Resolution as an Ordinary Resolution:

"RESOLVED THAT Mr. Alok Kumar who has been appointed as an Additional Director of the Company by the Board of Directors under section 260 of the Companies Act, 1956 and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received Notice in writing, under section 257 of the Companies Act, 1956 from a member signifying his intention to propose him as a candidate for the office of a Director of the Company, be and is hereby appointed as Director of the Company."

5. To consider and if thought fit, to pass with or without modifications, the following Resolution as an Ordinary Resolution:

"RESOLVED THAT Mr. Anuj Kumar who has been appointed as an Additional Director of the Company by the Board of Directors under section 260 of the Companies Act, 1956 and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received Notice in writing, under section 257 of the Companies Act, 1956 from a member signifying his intention to propose him as a candidate for the office of a Director of the Company, be and is hereby appointed as Director of the Company."

**BY ORDER OF THE BOARD OF DIRECTORS**



.....  
**ALOK KUMAR**  
**DIRECTOR**

Place: New Delhi  
Date: 29<sup>th</sup> August, 2013

**NOTES:**

1. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. Proxy in order to be effective must be received by the Company not less than 48 hours before the meeting.
2. Explanatory Statement under Section 173(2) of the Companies Act, 1956 relating to Special Business to be transacted at the Meeting is annexed hereto.

**EXPLANATORY STATEMENT  
(Pursuant to Section 173(2) of the Companies Act, 1956)**

**ITEM NO. 4:**

The Board of Directors of the Company had appointed Mr. Alok Kumar as an Additional Director as per section 260 of the Companies Act, 1956 w.e.f. 15<sup>th</sup> January, 2013 and as such he holds office upto the date of this Annual General Meeting. A notice under Section 257 of Companies Act, 1956 has been received by the Company from a member signifying his intention to propose the candidature of Mr. Alok Kumar for appointment as Director in this behalf.

None of the Directors except Mr. Alok Kumar is concerned or interested in the Resolution.

The Board of Directors recommends passing of the proposed resolution as an Ordinary Resolution.

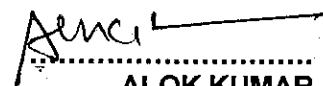
**ITEM NO. 5:**

The Board of Directors of the Company had appointed Mr. Anuj Kumar as an Additional Director as per section 260 of the Companies Act, 1956 w.e.f. 15<sup>th</sup> January, 2013 and as such he holds office upto the date of this Annual General Meeting. A notice under Section 257 of Companies Act, 1956 has been received by the Company from a member signifying his intention to propose the candidature of Mr. Alok Kumar for appointment as Director in this behalf.

None of the Directors except Mr. Anuj Kumar is concerned or interested in the Resolution.

The Board of Directors recommends passing of the proposed resolution as an Ordinary Resolution.

**BY ORDER OF THE BOARD OF DIRECTORS**

  
.....  
**ALOK KUMAR  
DIRECTOR**

**Place: New Delhi  
Dated: 29<sup>th</sup> August, 2013**

## JITF SHIPYARDS LIMITED

### DIRECTORS' REPORT

Dear Shareholders,

Your Directors have pleasure in presenting the 6<sup>th</sup> Annual Report of the Company together with the Audited Statement of Accounts for Financial Year 2012-2013 ended as at 31<sup>st</sup> March, 2013.

#### Financial Results

The comparative position of the working results for the year under report vis-à-vis earlier year is as under:

Particulars	Current Year (Rs.)	Previous Year (Rs.)
Paid up Capital	56,300,000	56,300,000
Share application money pending allotment	305,400,000	211,800,000
Reserves & Surplus	110,104,970	111,275,965
Secured Loans	146,27,457	178,49,581
Fixed Assets	48,58,43,465	48,10,98,314
Depreciation	657,330	636,415
Current Assets	14,32,02,024	17,80,72,995
Current Liabilities	9,53,50,438	21,47,16,074
Revenue	248,228,529	132,815
Profit/ (Loss)	(11,70,995)	(579,255)
Earning Per Share	(0.21)	(0.10)

#### State of Company's Affairs.

During the year your Company was awarded a contract to build two vessels, which it delivered on time. In addition, to above, your Company was assigned the task of project management and overseeing of construction of 16 Vessels at various shipyards at Goa. The team successfully managed the project and delivered 14 vessels. During Financial Year 2012-13 your company has handled the projects worth Rs. 166 Crores.

#### Dividend

Commercial operations have not yet been started, therefore, no dividend is being recommended.

#### Public Deposits

The Company has not accepted any Deposits within the meaning of Section 58A of the Companies Act, 1956 and the Rules made there under.

### **Companies (Disclosure of Particulars in the Report of Board of Directors) Rules 1988**

In terms of the Notification No. GSR 1029 dated 31.12.1988, your Company is required to furnish information under Clause (e) of Sub-section (1) of Section 217 of the Companies Act, 1956. The information to be furnished in Form A is not applicable to the shipping industry. Your Company, being a shipping company, has no particulars to furnish in Form B as regards technology absorption.

### **Conservation of Energy**

Time on task policy had been applied during the fabrication of blocks on the Part II area of the Company wrt utilization of DG during fabrication stage. The DG was effectively utilized for number of hours run. A load of over 70-80% maintained at any time. Anything lower DG was not taken on load. Strict discipline was maintained in office also wrt lighting and AC consumption.

### **Technology.**

A small element of automation had been introduced in the fabrication process which resulted in time savings.

### **Foreign Exchange Earnings and Outgo.**

There has been no foreign exchange outgo during the year.

### **Directors**

During the year under review Mr Indresh Batra, Ms. Sminu Jindal and Mr. Sanjay Varma ceased to be Director of the Company. The Board places on record its appreciation for the valuable services rendered by them.

Mr. Anuj Kumar and Mr. Alok Kumar was inducted as an additional director on 15<sup>th</sup> January, 2013 and holds office upto ensuing annual general meeting of the Company. The Company has received notice from a member pursuant to Section 257 of the Companies Act, 1956, signifying his intention to propose the candidature of Mr. Anuj Kumar and Mr. Alok Kumar for the directorship.

### **Directors Responsibility Statement**

Pursuant to Section 217 (2AA) of the Companies Act, 1956, for the Financial Year 2012-13, your Directors report as under:-

- (i) that in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures (if any);
- (ii) that the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the company for that period;
- (iii) that the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

(iv) that the directors had prepared the annual accounts on a going concern basis.

**Auditors**

M/s. N.C. Aggarwal & Company, Chartered Accountants, Auditors of the Company will retire at the forthcoming Annual General Meeting, and are eligible for re-appointment. A Certificate from the Auditors has been received to the effect that their re-appointment, if made, would be within the limits prescribed under Section 224(1B) of the Companies Act, 1956.

**Audit Committee**

Your Company has an Audit Committee with the following composition:

1. Mr. Anuj Kumar
2. Ms. Alok Kumar
3. Mr. Deepak Goyal

The Committee met at regular intervals to take up the matter as envisaged in Section 292A of the Companies Act, 1956.

**Particulars of Employees**

None of the employees of the Company is covered under section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975.

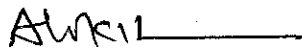
**Acknowledgement**

Your Directors place on record their sincere appreciation for the continued support from shareholders, customers, suppliers, banks & financial institutions and other business associates. A particular note of thanks to all employees of your Company, without whose contribution, your Company could not have achieved the year's performance.

On behalf of the Board of Directors of  
JITF Shipyards Limited

Place : New Delhi  
Dated: 20<sup>th</sup> May, 2013

  
.....  
ANUJ KUMAR  
DIRECTOR

  
.....  
ALOK KUMAR  
DIRECTOR

## AUDITORS' REPORT

To  
**The Members of JITF SHIPYARDS LIMITED**

### Report on the Financial Statements

We have audited the accompanying financial statements of **JITF SHIPYARDS LIMITED**, which comprise the Balance Sheet as at March 31, 2013, and the Statement of Profit and Loss and 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

Management is responsible for 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 Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control 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.

### Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. 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.

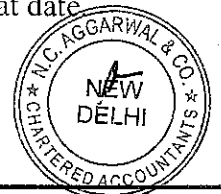
An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or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

### Opinion

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


- a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2013;
- b) In the case of the Statement of Profit and Loss Account, 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, 2003 issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(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 comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956;
  - e) on the basis of written representations received from the directors as on March 31, 2013, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2013, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

For N.C. Aggarwal & Co.  
Chartered Accountants  
Firm Registration No. 003273N

  
G. K. Aggarwal  
Partner  
Membership No. 086620



Date: 20<sup>th</sup> May, 2013  
Place: New Delhi

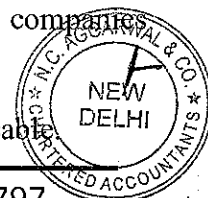
**Annexure to Auditors' Report**

Referred to in Paragraph 1 under the heading of "Report on Other Legal and Regulatory Requirements" of our report of even date.

1. (a) The Company has maintained all proper records showing full particulars including quantitative details and situation of fixed assets.  
  
(b) The fixed assets of the Company have been physically verified by the management during the year and we are informed that no serious discrepancies have been noticed by the management on such verification.  
  
(c) No fixed assets were disposed off during the year.
2. (a) As explained to us, the management during the year has physically verified inventories. In our opinion, the frequency of verification is reasonable.  
  
(b) According to the information and explanation given to us, the procedures of physical verification of stock followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.  
  
(c) On the basis of our examination of the inventory records, in our opinion, the Company is maintaining records of the inventories. There have been no discrepancies noticed during physical verification of inventories.
3. (a) As informed, the Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956. Accordingly paragraphs (iii) (b), (c) and (d) of the Order, are not applicable.  
  
(b) The Company has not taken any loans from parties listed under the register maintained under Section 301 of the Companies Act, 1956. Accordingly, paragraphs (iii) (f) and (g) of the Order are not applicable.
4. In our opinion and according to information and explanations given to us, having regard to the explanation that some of the items purchased are of special nature and suitable alternative sources do not exist for obtaining comparable quotations, there are adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchases of inventories, fixed assets and with regard to the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal controls.
5. (a) To the best of our knowledge and belief and according to the information and explanations given to us, we are of the opinion that the particulars of the contracts or arrangements that need to be entered into the register maintained under section 301 of the Companies Act, 1956 have been so entered.  
  
(b) In our opinion and according to the information and explanation given to us, the transaction with parties with whom transactions exceeds the value of Rupees five lacs have been entered during the financial year are at prices, which are reasonable, having regards to the prevailing market prices at the relevant time.
6. The Company has not accepted any deposits from the public to which the provisions of Section 58A, 58AA or any other relevant provisions of the companies Act, 1956 and the companies (Acceptance of Deposit) Rules, 1975 apply.



7. In our opinion, the Company has an internal audit system commensurate with the size and the nature of the business. However, the same needs to be enlarged.
8. We have broadly reviewed the books of accounts maintained by the company pursuant to the Rules made by the Central Government for the maintenance of cost records under section 209(1) (d) of the Companies Act, 1956 in respect of the company's products and are of the opinion that, prime facie, the prescribed records have been made and maintained. We have, however, not made a detailed examination of records with a view to determine whether they are accurate or complete.
9. (a) To the best of our knowledge and as explained, the Company is generally regular in depositing with the appropriate authorities all statutory dues including provident fund, or employees' state insurance, income-tax, sales-tax, wealth-tax, service tax, customs duty, excise duty, cess etc. where there is applicable. There are no arrears as at 31st March, 2013 for a period of more than six months from the date they become payable.  
  
(b) According to the information and explanation given to us, there are no dues in respect of sales tax, excise duty, Service tax, entry tax, income tax, Wealth Tax and custom duty, which have not been deposited on account of any dispute.
10. The Company's accumulated losses at the year end, i.e. as at March 31, 2013 is not more than fifty per cent of its net worth. The Company has incurred cash losses during the financial year ended March 31, 2013. However there was no cash loss in the immediately preceding financial year.
11. According to the records of the Company examined by us and the information and explanations given to us, the Company has not defaulted in repayment of dues to the bank.
12. According to the information and explanations given to us and based on the documents and records produced to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
13. In our opinion, the Company is not a chit fund or a nidhi / mutual benefit fund / society. Therefore, the provisions of clause 4(xiii) of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company.
14. According to the records of the Company examined by us and the information and explanations given to us, the Company, during the year, has not dealt with/traded in shares, securities and other investments.
15. 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.
16. According to the information and explanation furnished to us, the term loan taken from bank have been applied for the purpose for which they were received, other than temporary deployment pending application.
17. According to the information and explanations given to us and on an overall examination of the balance sheet of the company, in our opinion, there are no funds raised on short term basis which have been used for long term investment.
18. The Company has not made any preferential allotment of shares to the parties and companies covered in the register maintained under section 301 of the Act.
19. No Debentures have been issued during the year; hence clause (xix) of Order is not applicable.




N.C. AGGARWAL & CO.  
CHARTERED ACCOUNTANTS

20. The company has not made any public issue during the year.
21. During the course of our examination of the books and records of the company, and according to the information and explanations given to us by the management, we report that no fraud on or by the Company has been noticed or reported during the course of our audit.

For N.C. AGGARWAL & CO.,  
Chartered Accountants  
Firm Registration No. 003273N



  
(G.K. Aggarwal)  
Partner  
M.No. 086622

Place: New Delhi  
Dated: 20<sup>th</sup> May, 2013

**JITF Shipyards Limited**  
**Balance Sheet as at 31st March, 2013**

(Amount in Rs.)

Particulars	Note No	As at 31st March 2013	As at 31st March 2012
<b>I. EQUITY AND LIABILITIES</b>			
(1) <b>Shareholders' Funds</b>			
(a) Share Capital	1	56,300,000	56,300,000
(b) Reserves and Surplus	2	110,104,970	111,275,965
(2) <b>Share Application money pending allotment</b>	3	305,400,000	211,800,000
(3) <b>Non-current liabilities</b>			
(a) Long-term borrowings	4	14,627,457	17,849,581
(b) Other Long term liabilities	5	50,000,000	50,000,000
(c) Long-term provisions	6	1,377,232	1,413,571
(4) <b>Current liabilities</b>			
(a) Short-term borrowings	7	11,770,534	14,476,938
(b) Trade payables	8	1,146,507	1,181,691
(c) Other current liabilities	9	81,995,845	198,509,381
(d) Short-term provisions	10	437,552	548,064
<b>Total Equity and Liabilities</b>		<b>633,160,097</b>	<b>663,355,191</b>
<b>II. ASSETS</b>			
(1) <b>Non-current assets</b>			
(a) <b>Fixed Assets</b>	11		
(i) Tangible assets		152,965,703	149,202,045
(ii) Intangible assets		7,895	10,083
(iii) Capital work-in-progress		332,869,867	331,886,186
(b) Long-term loans and advances	12	4,021,441	3,997,608
(c) Other non-current assets	13	93,167	186,334
(2) <b>Current assets</b>			
(a) Inventories	14	1,000,000	147,967,112
(b) Trade Receivables	15	124,800,000	-
(c) Cash and Bank Balances	16	8,046,103	6,731,881
(d) Short-term loans and advances	17	9,031,323	23,162,127
(e) Other current assets	18	324,598	211,815
<b>Total Assets</b>		<b>633,160,097</b>	<b>663,355,191</b>

Significant accounting policies and notes to the financial statements

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In terms of our report of even date annexed hereto

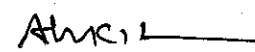
For N.C. AGGARWAL & CO.  
Chartered Accountants  
Firm Registration No. 003273N

G.K.AGGARWAL  
Partner  
M.No.086622  
Place: New Delhi  
Dated 20th May,2013



For and on behalf of the Board Of Directors of  
JITF Shipyards Limited

  
Anuj Kumar  
Director

  
Alok Kumar  
Director

# JITF Shipyards Limited

## Statement of Profit and Loss for the year ended 31st March, 2013

(Amount in Rs.)

Particulars		Note No.	Year ended 31st March 2013	Year ended 31st March 2012
<b>Income</b>				
(I)	Revenue from Operation	19	240,450,006	-
	Less:- Excise Duty		7,010,558	-
			233,439,448	-
(II)	Other income	20	14,789,081	132,815
(III)	<b>Total Revenue</b>		<b>248,228,529</b>	<b>132,815</b>
<b>Expenses:</b>				
	Cost of materials consumed	21	73,714,815	18,304,433
	Changes in inventories of finished goods, work in progress and Stock-in-trade	22	146,967,112	(45,955,498)
	Manufacturing Expenses	23	2,276,461	3,578,979
	Employee benefits expense	24	15,061,491	13,463,365
	Finance costs	25	4,675,659	1,985,232
	Depreciation and amortization expense	26	659,518	638,603
	Other Expenses	27	6,044,468	8,696,956
(IV)	<b>Total Expenses</b>		<b>249,399,524</b>	<b>712,070</b>
(V)	<b>Profit/(Loss) before tax (III-IV)</b>		<b>(1,170,995)</b>	<b>(579,255)</b>
(VI)	Tax expense:			
	(1) Current tax		-	-
	(2) Deferred tax		-	-
(VII)	<b>Profit/(Loss) for the year</b>		<b>(1,170,995)</b>	<b>(579,255)</b>
(VIII)	Earnings per equity share of Face value of Rs.10/- each			
	(1) Basic		(0.21)	(0.10)
	(2) Diluted		(0.21)	(0.10)

Significant accounting policies and notes to the financial statements

28

In terms of our report of even date annexed hereto

For N.C. AGGARWAL & CO.

Chartered Accountants

Firm Registration No. 003273N

G.K.AGGARWAL

Partner

M.No.086622

Place : New Delhi

Dated 20th May,2013



For and on behalf of the Board Of Directors of  
JITF Shipyards Limited

  
Anuj Kumar  
Director

  
Alok Kumar  
Director

**JITF Shipyards Limited**

**Cash Flow Statement for the year ended March 31, 2013**

(Amount in Rs.)

	For the year ended 31st March,2013	For the year ended 31st March,2012
<b>A. CASH FLOWS FROM OPEARTING ACTIVITIES:</b>		
Net Profit/(loss) Before Income taxes	(1,170,995)	(579,255)
Adjustment for:		
Depreciation	659,518	638,603
Miscellaneous expenditure written off	93,167	93,167
Interest Paid	1,856,730	1,810,221
Interest Income	(150,936)	(132,815)
<b>Operating profit before working capital changes</b>	<b>1,287,484</b>	<b>1,829,921</b>
Loans and advances	14,106,971	(12,752,105)
Inventories	146,967,112	(45,955,499)
Trade and Other Receivable	(124,798,962)	(49,153)
Current Liabilities and Provision	(119,401,975)	73,941,985
<b>Cash generated from operations</b>	<b>(81,839,370)</b>	<b>17,015,149</b>
Direct taxes paid	(1,038)	-
<b>Net cash Inflow/(Outflow) from operating activities</b>	<b>(81,840,408)</b>	<b>17,015,149</b>
<b>B. CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Interest received	38,153	132,815
Purchase of fixed assets(net)	(5,404,669)	(52,165,498)
<b>Net cash (Outflow) from investing activities</b>	<b>(5,366,516)</b>	<b>(52,032,683)</b>
<b>C. CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Interest Paid	(1,856,730)	(1,810,221)
Proceeds from Share Application Money	93,600,000	42,100,000
Repayment of Term Loan	(3,222,124)	(3,794,568)
<b>Net cash Inflow from financing activities</b>	<b>88,521,146</b>	<b>36,495,211</b>
<b>Net increase in cash and cash equivalents</b>	<b>1,314,222</b>	<b>1,477,677</b>
<b>Cash and cash equivalents (opening balance)</b>	<b>6,731,881</b>	<b>5,254,204</b>
<b>Cash and cash equivalents (closing balance)</b>	<b>8,046,103</b>	<b>6,731,881</b>

Note:

- Cash and cash equivalents (closing balance) includes other Bank Balance of Rs.1,337,500/-and (Previous Year Rs. 1,337,500)
- Previous Year figures have been regrouped wherever considered necessary.

As per our report of even date

For **N. C. Aggarwal & Co.**  
Chartered Accountants  
Firm Registration No: 003273N

**G.K. Aggarwal**  
Partner  
Membership No. 086622  
Place: New Delhi  
Dated: 20th May,2013



For and on behalf of the Board of Directors of  
JITF Shipyards Limited

**Anuj Kumar**  
Director

**Alok Kumar**  
Director

**JITF Shipyards Limited**

**Notes forming part of Balance sheet and Statement of Profit and Loss**

(Amount in Rs.)

DESCRIPTION		As at 31st March 2013	As at 31st March 2012
<b>1</b>	<b>SHARE CAPITAL</b>		
(a)	<b>AUTHORISED SHARE CAPITAL</b> 6,000,000 Equity Shares of Rs. 10/- each	60,000,000	60,000,000
(b)	<b>ISSUED, SUBSCRIBED AND PAID UP CAPITAL</b> 5,630,000 Equity Shares of Rs.10/-each fully paid up	56,300,000	56,300,000
(c)	<b>RECONCILIATION OF THE NUMBER OF SHARES OUTSTANDING AT THE BEGINNING AND AT THE END OF THE YEAR</b> Shares outstanding at the beginning of the year Add: Shares issued during the year	5,630,000 -	5,630,000 -
	<b>Shares outstanding at the end of the year</b>	<b>5,630,000</b>	<b>5,630,000</b>

(d) <b>SHARE OF THE COMPANY HELD BY :-</b>	No of Shares	No of Shares
Jindal ITF Limited	5,630,000	5,630,000

(e) <b>SHARES IN THE COMPANY HELD BY EACH SHAREHOLDER HOLDING MORE THAN 5% SHARES ARE AS UNDER:</b>				
Name of the Shareholder	As at 31st March 2013		As at 31st March 2012	
	No. of Shares Held	% of Holding	No. of Shares Held	% of Holding
Jindal ITF Limited*	5,630,000	100%	5,630,000	100%

\* Including 700 Shares (Previous year 700) held by Person/Companies as nominee of Jindal ITF Ltd.

(f) <b>Terms/Rights attached to Equity Shares</b>
The Company has only one class of equity shares having a par value of Rs.10/- per equity share. Each equity shareholder is entitled to one vote per share.

DESCRIPTION		As at 31st March 2013	As at 31st March 2012
<b>2</b>	<b>RESERVES AND SURPLUS</b>		
(a)	<b>SECURITIES PREMIUM ACCOUNT</b> As per last account	111,600,000	111,600,000
	<b>Closing Balance</b>	<b>111,600,000</b>	<b>111,600,000</b>
(b)	<b>PROFIT AND LOSS ACCOUNT</b> Profit/(Loss) Brought Forward	(324,035)	255,220
	Add:-Profit /(Loss) after tax for the year	(1,170,995)	(579,255)
	<b>Closing Balance</b>	<b>(1,495,030)</b>	<b>(324,035)</b>
	<b>Total Reserves and Surplus (a+b)</b>	<b>110,104,970</b>	<b>111,275,965</b>

<b>3</b>	<b>SHARE APPLICATION MONEY PENDING ALLOTMENT</b>	<b>305,400,000</b>	<b>211,800,000</b>
	(10,180,000 Equity shares at a premium of Rs.20/-per share to be allotted till the end of next year. Authorized capital will be increased at the time of allotment of shares. )		

DESCRIPTION		As at 31st March 2013	As at 31st March 2012
<b>4</b>	<b>LONG-TERM BORROWINGS</b>		
	<b>SECURED LONG TERM BORROWINGS</b>		
	<b>TERM LOAN FROM BANKS</b>		
	Rupee Term Loan*	14,627,457	17,849,581
	<b>Total Long Term Borrowings</b>	<b>14,627,457</b>	<b>17,849,581</b>

\*Term loan from United Bank of India of Rs.2.75 crore carries interest@13.70 % repayable in 28 quarterly equal installments from December 2010.Term loan is secured by hypothecation of company's all movable plant and machineries, electrical fittings, furnitures, fittings and all other movable fixed assets, both present and future.



**JITF Shipyards Limited****Notes forming part of Balance sheet and Statement of Profit and Loss**

(Amount in Rs.)

	<u>DESCRIPTION</u>	As at 31st March 2013	As at 31st March 2012
5	<b>OTHER LONG TERM LIABILITIES</b>		
	<b>Advance from Related Party</b>		
	Advance for Land Purchase		
	-Jindal Saw Limited	50,000,000	50,000,000
	<b>Total Other Long Term Liabilities</b>	<b>50,000,000</b>	<b>50,000,000</b>

	<u>DESCRIPTION</u>	As at 31st March 2013	As at 31st March 2012
6	<b>LONG TERM PROVISIONS</b>		
	<b>For Employee Benefits</b>		
	Gratuity	491,838	611,634
	Leave Encashment	885,394	801,937
	<b>Total Long Term Provisions</b>	<b>1,377,232</b>	<b>1,413,571</b>

	<u>DESCRIPTION</u>	As at 31st March 2013	As at 31st March 2012
7	<b>SHORT TERM BORROWINGS</b>		
	<b>SECURED</b>		
	Working Capital Loan*	11,770,534	14,476,938
	<b>Total Short Term Borrowings</b>	<b>11,770,534</b>	<b>14,476,938</b>

\*Secured by hypothecation of company's entire current assets including inventories, receivables other current assets and operating cash flow, both present and future and carries interest @ 13.50% p.a.

	<u>DESCRIPTION</u>	As at 31st March 2013	As at 31st March 2012
8	<b>TRADE PAYABLES*</b>		
	Dues to other than Micro and Small enterprises*	1,146,507	1,181,691
	<b>Total Trade Payables</b>	<b>1,146,507</b>	<b>1,181,691</b>

\*There are no Micro and Small Enterprises, to whom the Company owes dues as at 31st March 2013. This Information as Required to be disclosed under the Micro, Small and Medium Enterprises Development Act 2006 has been Determined to the extent such Parties have been Identified on the basis of information available with the Company.

	<u>DESCRIPTION</u>	As at 31st March 2013	As at 31st March 2012
9	<b>OTHER CURRENT LIABILITIES</b>		
a)	Current maturities of Long term debt.	3,928,572	3,928,572
b)	Advance Received from related Party against Barge JITF Waterways Limited-Fellow subsidiary	16,088,157	142,000,000
c)	Other payable		
	Statutory Dues	5,292,033	463,743
	Capital Creditors	3,188,860	18,541,268
	Due to Related Party- JITF Water Infrastructure Limited	29,962,920	29,971,500
	Due to Employees	56,819	56,819
	Due to others	23,478,484	3,547,479
	<b>Total Other Current Liabilities(a+b+c)</b>	<b>81,995,845</b>	<b>198,509,381</b>



**JITF Shipyards Limited****Notes forming part of Balance sheet and Statement of Profit and Loss**

(Amount in Rs.)

	DESCRIPTION	As at 31st March 2013	As at 31st March 2012
<b>10</b>	<b>SHORT TERM PROVISIONS</b>		
(a)	<b>For Employee Benefits</b>		
	Gratuity	15,096	6,766
	Leave Encashment	97,456	174,648
(b)	<b>Others</b>		
	Income Tax Provision	325,000	366,650
	<b>Total Short Term Provisions(a+b)</b>	<b>437,552</b>	<b>548,064</b>



**JITF Shipyards Limited**

**Notes forming part of Balance sheet and Statement of Profit and Loss**

**Note-11**

**FIXED ASSETS**

	Fixed Assets		Gross Block		Accumulated Depreciation		Net Block	
	Balance as at 1st April 2012	Balance as at 31st March 2013	Balance as at 31st March 2013	Balance as at 1st April 2012	Depreciation charge for the year	Balance as at 31st March 2013	Balance as at 31st March 2012	
<b>A</b>								
<b>Tangible Assets</b>								
Land	138,888,600	143,096,015	4,207,415	-	-	143,096,015	138,888,600	
Plant and Equipment	11,228,244	11,429,527	201,283	1,697,056	528,290	9,204,181	9,531,188	
Furniture and Fixtures	60,000	60,000	-	7,107	3,798	49,095	52,893	
Vehicles	474,465	474,465	-	112,747	45,074	316,644	361,718	
Office equipment	541,328	553,618	12,290	173,682	80,168	299,768	367,646	
<b>Total</b>	<b>151,192,637</b>	<b>155,613,625</b>	<b>4,420,988</b>	<b>1,990,592</b>	<b>657,330</b>	<b>152,965,703</b>	<b>149,202,045</b>	
<b>B</b>								
<b>Intangible Assets</b>								
Computer Software	13,500	13,500	-	3,417	2,188	7,895	10,083	
<b>Total</b>	<b>13,500</b>	<b>13,500</b>	<b>-</b>	<b>3,417</b>	<b>2,188</b>	<b>7,895</b>	<b>10,083</b>	
<b>Total (A+B)</b>	<b>151,206,137</b>	<b>155,627,125</b>	<b>4,420,988</b>	<b>1,994,009</b>	<b>659,518</b>	<b>152,973,598</b>	<b>149,212,128</b>	
<b>C</b>								
<b>Capital Work In Progress</b>	331,886,186	332,869,867	983,681	-	-	332,869,867	331,886,186	
<b>Total</b>	<b>331,886,186</b>	<b>332,869,867</b>	<b>983,681</b>	<b>-</b>	<b>-</b>	<b>332,869,867</b>	<b>331,886,186</b>	
<b>Previous Year</b>	<b>147,243,621</b>	<b>151,206,137</b>	<b>3,962,516</b>	<b>1,355,407</b>	<b>638,603</b>	<b>1,994,009</b>	<b>-</b>	



**JITF Shipyards Limited**
**Notes forming part of Balance sheet and Statement of Profit and Loss**

(Amount in Rs.)

	DESCRIPTION	As at 31st March 2013	As at 31st March 2012
12	<b>Long-term loans and advances</b>		
(a)	<b>Capital Advances</b>		
	Unsecured, considered good	3,506,509	3,506,509
	<b>Sub Total- Capital Advances</b>	<b>3,506,509</b>	<b>3,506,509</b>
(b)	<b>Security Deposits</b>		
	Unsecured, considered good	514,932	491,099
	<b>Sub Total-Security Deposits</b>	<b>514,932</b>	<b>491,099</b>
	<b>Total Long Term Loans and Advances(a+b)</b>	<b>4,021,441</b>	<b>3,997,608</b>

	DESCRIPTION	As at 31st March 2013	As at 31st March 2012
13	<b>Other Non Current Assets</b>		
	Miscellaneous Expenditure to the extent not written off	93,167	186,334
	<b>Total Other Non Current Assets</b>	<b>93,167</b>	<b>186,334</b>

	DESCRIPTION	As at 31st March 2013	As at 31st March 2012
14	<b>Inventories</b>		
	Work in Progress		147,967,112
	Scrap	1,000,000	
	<b>Total Inventories</b>	<b>1,000,000</b>	<b>147,967,112</b>

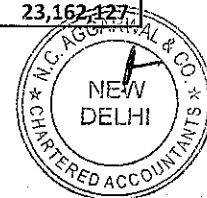
	DESCRIPTION	As at 31st March 2013	As at 31st March 2012
15	<b>Trade Receivables</b>		
	<u>Unsecured, considered good</u>		
	<u>Outstanding less than six months</u>		
	From Related Party-Jindal ITF Limited	124,800,000	
	<b>Total Trade Receivables</b>	<b>124,800,000</b>	<b>-</b>

	DESCRIPTION	As at 31st March 2013	As at 31st March 2012
16	<b>Cash and Bank Balances</b>		
A	<b>Cash and Cash Equivalents</b>		
	<b>Balances with Banks</b>		
	Current Accounts	6,536,137	5,272,046
	Cash on Hand	172,466	122,335
B	<b>Other Bank Balances</b>		
	Fixed Deposit with original maturity of more than twelve months*	1,337,500	1,337,500
	<b>Total Cash and Bank Balances (A+B)</b>	<b>8,046,103</b>	<b>6,731,881</b>

\*Out of this Pledged with bank Rs.Nil Previous year (1,337,500)

	DESCRIPTION	As at 31st March 2013	As at 31st March 2012
17	<b>Short-term loans and advances</b>		
	<u>Unsecured, Considered good</u>		
	Advance Recoverable in Cash or in kind*	8,404,016	23,032,474
	TDS Receivable	14,320	13,282
	Other	612,987	116,371
	<b>Total Short Term Loans and Advances</b>	<b>9,031,323</b>	<b>23,162,127</b>

\*includes service tax cenvat,vat input etc.



**JITF Shipyards Limited****Notes forming part of Balance sheet and Statement of Profit and Loss**

(Amount in Rs.)

	<u>DESCRIPTION</u>	As at 31st March 2013	As at 31st March 2012
18	<b>Other Current Assets</b>		
	Interest accrued on Investment /Fixed Deposit	324,598	211,815
	<b>Total Other Current Assets</b>	<b>324,598</b>	<b>211,815</b>

	<u>DESCRIPTION</u>	Year ended 31st March 2013	Year ended 31st March 2012
19	<b>Revenue From Operations</b>		
	Sale of Barges	240,450,006	-
	<b>Total</b>	<b>240,450,006</b>	<b>-</b>

	<u>DESCRIPTION</u>	Year ended 31st March 2013	Year ended 31st March 2012
20	<b>Other Income</b>		
	Interest Income on Fixed Deposit	124,455	109,126
	Security Deposit	26,481	23,689
	Erection and Commissioning income	14,638,145	-
	<b>Total</b>	<b>14,789,081</b>	<b>132,815</b>

	<u>DESCRIPTION</u>	Year ended 31st March 2013	Year ended 31st March 2012
21	<b>Cost of Material Consumed</b>		
	Raw Material Consumed	73,714,815	18,304,433
	<b>Total</b>	<b>73,714,815</b>	<b>18,304,433</b>

	<u>DESCRIPTION</u>	Year ended 31st March 2013	Year ended 31st March 2012
22	<b>Changes in inventories of finished goods, work in progress and Stock-in-trade</b>		
	<b>Opening Stock</b>		
	Work in Progress	147,967,112	102,011,614
	<b>Total Opening Stock</b>	<b>147,967,112</b>	<b>102,011,614</b>
	<b>Closing Stock</b>		
	Work in Progress	-	147,967,112
	Scrap	1,000,000	-
	<b>Total Closing Stock</b>	<b>1,000,000</b>	<b>147,967,112</b>
	<b>(Increase)/Decrease in Stock</b>	<b>146,967,112</b>	<b>(45,955,498)</b>
	<b>Total</b>	<b>146,967,112</b>	<b>(45,955,498)</b>

	<u>DESCRIPTION</u>	Year ended 31st March 2013	Year ended 31st March 2012
23	<b>Manufacturing Expenses</b>		
	Power and Fuel	1,514,219	1,336,560
	Repairs to machinery	750,128	757,322
	Consumption of Stores and Spare	12,114	215,097
	Other Manufacturing Expenses	-	1,270,000
	<b>Total</b>	<b>2,276,461</b>	<b>3,578,979</b>



**JITF Shipyards Limited****Notes forming part of Balance sheet and Statement of Profit and Loss**

(Amount in Rs.)

	<b>DESCRIPTION</b>	<b>Year ended 31st March 2013</b>	<b>Year ended 31st March 2012</b>
<b>24</b>	<b>Employee Benefits Expense</b>		
	Salaries and Wages	14,060,732	12,769,146
	Contribution to provident and other funds	737,948	567,936
	Workmen and Staff Welfare	262,811	126,283
	<b>Total</b>	<b>15,061,491</b>	<b>13,463,365</b>

	<b>DESCRIPTION</b>	<b>Year ended 31st March 2013</b>	<b>Year ended 31st March 2012</b>
<b>25</b>	<b>Finance Costs</b>		
	Interest on Term Loan	2,779,837	-
	Interest on Bank Borrowings	1,856,730	1,810,221
	Bank Charges	39,092	175,011
	<b>Total</b>	<b>4,675,659</b>	<b>1,985,232</b>

	<b>DESCRIPTION</b>	<b>Year ended 31st March 2013</b>	<b>Year ended 31st March 2012</b>
<b>26</b>	<b>Depreciation and amortization expense</b>		
	Depreciation on Fixed Assets	657,330	636,415
	Amortization of Intangible assets	2,188	2,188
	<b>Total</b>	<b>659,518</b>	<b>638,603</b>

	<b>DESCRIPTION</b>	<b>Year ended 31st March 2013</b>	<b>Year ended 31st March 2012</b>
<b>27</b>	<b>Other Expenses</b>		
	Insurance	116,082	849,115
	Legal and Professional	375,213	2,268,900
	Postage, Telegrams and Telephone	232,185	193,235
	Printing and Stationary	53,317	34,123
	Travelling and Conveyance	2,440,432	2,272,299
	Vehicle Upkeep and Maintenance	859,577	784,342
	Auditor's Remuneration		
	As Audit Fees	36,000	20,000
	Donation	-	63,000
	Miscellaneous Expenses	1,838,495	2,118,775
	Miscellaneous Expenses Written off	93,167	93,167
	<b>Total</b>	<b>6,044,468</b>	<b>8,696,956</b>



# JITF SHIPYARDS LIMITED

## SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO FINANCIAL STATEMENTS

### NOTE: 28

#### 1. Nature of Operations

JITF Shipyards Limited is a Company incorporated on 29<sup>th</sup> March, 2007 with the main object to carry on the business of ship building, shipping, navel architecture, marine engineering, and ocean engineering, and to undertake manufacture, repairs, and maintenance jobs for all kinds of ships in and outside India.

#### 2. Statement of Significant Accounting Policies

##### a) Basis of preparation

The financial statements have been prepared to comply in all material respects with the mandatory Accounting Standards issued by the Institute of Chartered Accountants of India and the relevant provisions of the Companies Act, 1956. The financial statements have been prepared under the historical cost convention on an accrual basis.

##### b) Fixed Assets

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

All revenue expenditure direct and indirect inclusive of borrowing costs incurred till the date of completion of the project is carried to the pre-operative expenditure.

Leasehold land will be amortised after commencement of operation over the tenure of unexpired period of lease.

##### c) Investments

Long-term investments are stated at cost which inter-alia includes brokerage, commission, stamp duty etc. When there is a decline in their value except temporary decline, the carrying amount is reduced on an individual investment basis and decline is charged to the Profit and Loss account. Appropriate adjustment is made in carrying cost of investment in case of subsequent rise in value of investments.

Current investments are stated at cost or market value, whichever is less.

##### d) Inventories

Inventory of Barge build up in progress is valued at cost keeping in views the milestones of uncertified work. However estimated loss of the project activity to be undertaken in future years is to be provided for..

##### e) Foreign Exchange Transactions

Foreign currency transaction during the year recorded at the rate of exchange prevailing at the date of transaction. Current assets, loan other than for financing fixed assets and current liabilities in foreign currency, outstanding at the year end are translated at the rate of exchange prevailing at the close of the year and resultant gains/losses are recognized in profit and loss account of the year except in cases where they are covered by specific forward foreign exchange contracts in which cases these are translated at contracted rate of exchange and resultant gains/losses recognized in profit and loss account over the life of contract .

Gain or loss on reinstatement on the forward exchange transaction or on cancellation of forward exchange contracts, if any, is reflected in the profit and loss account

##### f) Earnings Per Share

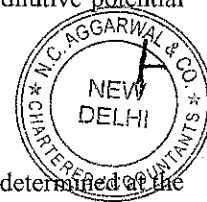
Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the year. Partly paid equity shares are treated as a fraction of an equity share to the extent that they were entitled to participate in dividends relative to a fully paid equity share during the reporting year.

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

##### g) Retirement Benefits

(i) Liabilities in respect of gratuity to the employees are accounted for on for on actuarial valuation basis as per determined at the year end.

(ii) Liabilities in respect of accumulated earn leaves to the credit of employees are accounted for on actuarial valuation basis as



**JITF SHIPYARDS LIMITED**  
**SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO FINANCIAL STATEMENTS**  
**NOTE: 28**

per determined at the year end.

**h) Taxation**

Current tax provision is computed for income calculated after considering allowances and exemptions under the provisions of the applicable Income Tax Laws.

Deferred Tax is accounted at the current rate of tax to the extent of temporary timing differences that originate in one period and are capable of reversal in one or more subsequent periods. However, no deferred tax asset is created where there is no virtual certainty as to the sufficient future taxable profit.

**i) Miscellaneous Expenditure**

Preliminary Expenses i.e Initial Share issue expenses will be amortized in five years after the Commencement of Business.

3. No deferred tax asset is created in view of the virtual certainty supported by convincing evidence as to the sufficient future taxable profit.

**4. Contingent Liabilities**

(Amount in Rs.)

Particulars	Current Year	Previous Year
Bank Guarantees	Nil	10,000,000
<b>Total</b>	<b>Nil</b>	<b>10,000,000</b>

**5. Related Party Transactions**

(a) List of Related Parties & Relationship (As identified by the Management)

**Holding Company**

Jindal ITF Limited (Direct holding )

Jindal Saw Limited ( Indirect holding through Jindal ITF Limited )

**Fellow Subsidiary Companies**

- JITF Water Infrastructure Limited
- JITF Waterways Limited
- JITF Urban Infrastructure Services Limited
- JITF Urban Infrastructure Limited
- JITF Infralogistics Limited
- Jindal Rail Infrastructure Limited
- Jindal Intellicom Limited
- JITF ESIPL CETP (Sitarganj) Limited (Indirect)
- Timarpur-Okhla Waste Management Company Private Limited (Indirect)
- JITF Water Infra (Naya Raipur) Limited (Indirect)
- JITF Coal Logistics Limited
- Jindal ITF Kobelco Eco Limited (Indirect) ( upto 31st October 2012)
- JITF Shipping & Logistics (Singapore) Pte Ltd (Indirect)
- JITF Global Water Holding Pte. Ltd (Indirect) \*
- JITF Water Infra (Rajkot) Limited (Indirect) ( upto 29th January 2013)
- JITF Urban Waste Management (Bathinda ) Limited (Indirect)
- JITF Urban Waste Management (Ferozepur ) Limited (Indirect)
- JITF Urban Waste Management (Jalandhar ) Limited (Indirect)
- JITF Manila Water Development Company Limited (Indirect) ( upto 6th February 2013 )
- JITF Industrial Infrastructure Development company Limited( w.e.f.2nd May 2012)
- IUP Jindal Metals & Alloys Limited (Indirect)
- S.V. Trading Limited (Indirect)
- Jindal Saw USA, LLC (Indirect)
- Jindal Saw Holding FZE (Indirect)
- Jindal Saw Middle East FZC (Indirect)
- Jindal Saw Gulf LLC (Indirect)
- Intellicom Insurance Advisors Limited (Indirect)
- Ralael Holdings Limited (Indirect)
- Jindal Saw Italia S P A (Indirect)



**JITF SHIPYARDS LIMITED**
**SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO FINANCIAL STATEMENTS**
**NOTE: 28**

- Jindal Fittings Ltd.
- Quality Iron & steel Ltd.
- Green Ray Holdings
- Derwent Sand SARM(Indirect)
- Universal Tube Accessories Pvt. Limited ( w.e.f.30th August 2012)
- Jindal Saw Espana SL( w.e.f.21st March 2013)

*\*Strike off application for closure is filed on 3<sup>rd</sup> January,2013 with Accounting and Corporate Regulatory Authority, Singapore. Closure action is awaited.*

**(iii) Joint Venture**

- JWIL-SSIL JV( w.e.f.28th February,2012)
- SMC-JWIL JV( w.e.f.24th December,2012)
- JWIL-RANHILL JV( w.e.f.27th November,2012)

**(iv) Key Management Personnel**

- Sanjay Varma (Director upto 15<sup>th</sup> January,2013) and General Manager from 16th January,2013

**b).**
**Transactions**
**(Amount in Rs.)**

Description	Holding Company		Fellow Subsidiary Company		Total	
	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year
<b>Share application money received</b> Jindal ITF Limited	93,600,000	42,100,000	Nil	Nil	93,600,000	42,100,000
<b>Expenses reimbursed/to be reimbursed</b> Jindal ITF Limited	Nil	313,897	Nil	Nil	Nil	313,897
JITF Waterways Limited	Nil	Nil	13,190	Nil	13,190	Nil
<b>Advance received</b> JITF Waterways Limited	Nil	Nil	1,500,000	15,000,000	1,500,000	15,000,000
Jindal Rail Infrastructure Limited	Nil	Nil	Nil	15,000,000	Nil	15,000,000
<b>Consultancy received</b> JITF Water Infrastructure Limited	Nil	Nil	Nil	49,635,000	Nil	49,635,000
<b>Material Purchase</b> Jindal Saw Limited	360,643	Nil	Nil	Nil	360,643	Nil
<b>Erection and commission income from</b> Jindal Rail Infrastructure Limited	Nil	Nil	15,000,000	Nil	15,000,000	Nil
<b>Sale of Barge</b> Jindal ITF Limited	124,800,000	Nil	Nil	Nil	124,800,000	
Jindal Waterways Limited	Nil	Nil	125,268,006	Nil	125,268,006	
<b>Balance as on 31.3.2013</b>						



**JITF SHIPYARDS LIMITED**

**SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO FINANCIAL STATEMENTS**

**NOTE: 28**

<b>Share application money received</b> Jindal ITF Limited	305,400,000	211,800,000	Nil	Nil	305,400,000	211,800,000
<b>Share Capital including premium</b> Jindal ITF Limited	167,900,000	167,900,000	Nil	Nil	167,900,000	167,900,000
<b>Amount Payable</b> JITF Water Infrastructure Limited	Nil	Nil	29,962,920	29,971,500	29,962,920	29,971,500
Jindal ITF Limited	Nil	313,897	Nil	Nil	Nil	313,897
<b>Advance Payable</b> JITF Waterways Limited	Nil	Nil	16,088,157	142,000,000	16,088,157	142,000,000
Jindal Saw Limited	50,000,000	50,000,000	Nil	Nil	50,000,000	50,000,000
Jindal Rail Infrastructure limited	Nil	Nil	Nil	15,000,000	Nil	15,000,000
<b>Amount Receivable</b> Jindal ITF Ltd	124,800,000	Nil	Nil	Nil	124,800,000	Nil

**Remuneration to Key Management Personnel**

(Amount in Rs.)

Salary, bonus and contribution to PF including Perquisites	Current Year	Previous Year
Sanjay Varma	20,92,220	Nil

**6. Director Remuneration**

(Amount in Rs.)

Particulars	Current year	Previous year
Salary including allowances	1,286,538	--
Commission	--	--
Contribution to Provident Fund	62,747	--
Perquisites paid	307,056	--
<b>Total</b>	<b>1,556,341</b>	<b>--</b>

7. Appeals in respect of certain assessments are pending and additional tax liability/refunds consequent on decision of the same is not determinable. However, on the basis of the tax return filed and assessment completed, the provision for taxation made is adequate.

8. Quantitative information of consumption of material being value, size and therefore it is not possible to furnish. However, there is no single item exceeding 10% of total material consumed.



**JITF SHIPYARDS LIMITED**  
**SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO FINANCIAL STATEMENTS**  
**NOTE: 28**

9. The disclosure regarding employee benefits as per AS-15 on "Employee Benefits" (Revised 2005) are as under:-

**Defined Contribution Plan:**

Company's contribution to Provident Fund Rs. 687,026/- (Previous Year Rs. 522,849/-)

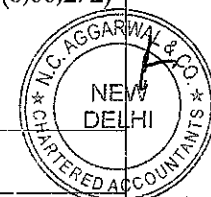
**Defined Benefits Plan:**

**Gratuity and leave encashment**

Actuarial Assumptions	Gratuity (Funded)		Leave Encashment (Non-Funded)	
	Current Year	Previous Year	Current Year	Previous Year
Discount Rate (per annum)	8.00	8.50	8.00	8.50
Future salary increase	5.50	6.00	5.50	6.00
Expect return on plan assets	9.00	9.00	0.00	0.00
Mortality rate	LIC (1994-96) Ultimate Mortality Table		LIC (1994-96) Ultimate Mortality Table	

The assumption of future salary increase takes into account the inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.

Reconciliation of present value of obligation	Gratuity (Funded)		Leave Encashment (Non-Funded)	
	Current Year	Previous Year	Current Year	Previous Year
	(Amount in Rs.)		(Amount in Rs.)	
Present value of Gratuity obligation at the beginning of the Year	6,18,400	2,45,930	8,00,272	3,53,883
Current Service Cost	1,83,245	2,36,066	2,95,247	3,55,450
Past Service Cost	Nil	Nil	Nil	Nil
Interest Cost	49,472	20,904	64,022	30,080
Actuarial (gain)/ loss	(3,27,511)	1,15,500	(1,46,997)	60,859
Benefits paid	(16,672)	Nil	(2,01,156)	Nil
Present value of obligation at the end of the Year	5,06,934	6,18,400	8,11,388	8,00,272
	(Amount in Rs.)		(Amount in Rs.)	
Net (Asset)/Liability recognized in the Balance Sheet as at Year end				
Present value of obligation at the end of the Year	5,06,934	6,18,400	8,11,388	800,272
Fair value of plan assets at end of the Year	-	-	-	-
Funded status/Difference	-	-	(8,11,388)	(8,00,272)
Excess of actual over estimated	(24)	11,150	-	-
Net present value of funded obligation recognized as asset/(liability) in the Balance Sheet	(5,06,934)	(6,18,400)	(8,11,388)	(8,00,272)
	(Amount in Rs.)		(Amount in Rs.)	
Expenses recognized in the Profit and Loss Account				
Current Service Cost	1,83,245	2,36,066	2,95,247	3,55,450
Interest Cost	49,472	20,904	64,022	30,080



**JITF SHIPYARDS LIMITED**

**SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO FINANCIAL STATEMENTS**

**NOTE: 28**

Expect return on plan assets	(46,072)	(11,067)	Nil	Nil
Actuarial (gain)/loss recognised in the year	(3,27,487)	1,04,350	(1,46,997)	60,859
Past Service Cost	Nil	Nil	Nil	Nil
Benefit Paid	Nil	Nil	Nil	Nil
Total expenses recognised in the Profit and Loss Account for the Year	(1,40,842)	3,50,253	2,12,272	4,46,389

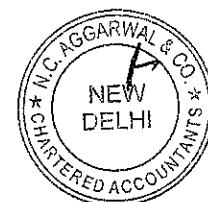
\*Does not include the sick leave liability of Rs.171,462 (Previous Year Rs.1,76,313)

**10. Foreign Currency Expenditure**

Particulars	(Amount in Rs.)	
	Current Year	Previous Year
Material Purchase	2,970,296	Nil
Travelling Expenses	Nil	112,490
<b>Total</b>	<b>2,970,296</b>	<b>112,490</b>

**11. Capital Work in progress includes following Pre operative expenses Pending allocation**

Detail of Pre-operative Expenses	As at	As at
	31st March, 2013 (Rs.)	31st March, 2012 (Rs.)
Opening Balance	25,544,352	22,744,305
Legal & Professional Fee	-	-
Rent	-	-
Interest and Bank Charges	-	2,800,047
<b>Total</b>	<b>25,544,352</b>	<b>25,544,352</b>



**JITF SHIPYARDS LIMITED**  
**SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO FINANCIAL STATEMENTS**  
**NOTE: 28**

12. **Earning per share (EPS) :**


(Amount in Rs.)

Description	Year ended 31st March, 2013	Year ended 31st March, 2012
<b>Basic and Diluted</b>		
Profit/(Loss) For the year after tax	(11,70,995)	(579,255)
No. of shares outstanding at the end of year	5,630,000	5,630,000
Weighted Average No of Shares outstanding for calculating Basic EPS	5,630,000	5,630,000
Weighted Average No of Shares outstanding for calculating Diluted EPS	5,630,000	5,630,000
Earning per share (Basic)	(0.21)	(0.10)
Earning per share (Diluted)	(0.21)	(0.10)

13. Previous year figures has been regrouped/rearranged wherever considered necessary.


As per our report of even date attached

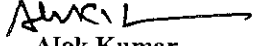
**For N. C. Aggarwal & Co.**  
Chartered Accountants  
Firm Registration No: 003273N

  
**G. K. Aggarwal**  
Partner  
Membership No. 086622  
Place: New Delhi  
Dated: 20<sup>th</sup> May, 2013



For and on behalf of the Board of Directors of  
JITF Shipyards Limited

  
**Anuj Kumar**  
Director

  
**Alok Kumar**  
Director

**N.C. AGGARWAL & CO.**  
**CHARTERED ACCOUNTANTS**  
 102, Harsha house, Karampura Commercial Complex,  
 New Delhi-110 015. Ph: (O) 25920555-556 (R) 25221561  
 E-Mail: [nc.a@rediffmail.com](mailto:nc.a@rediffmail.com), [nc.aggarwal@gmail.com](mailto:nc.aggarwal@gmail.com)

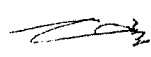
We M/s N.C. Aggarwal & Co. have checked and verified the following financial information from audited financials of the **JITF Waterways Limited** ("the company") for the year ended 31<sup>st</sup> March,2013, 31<sup>st</sup> March,2014 and 31<sup>st</sup> March,2015 and from unaudited figures for the QTR ended 30<sup>th</sup> June,2015 provided by the management (Limited review carried out by us):

(Rs.in crores)

	Latest Financial less than 6 Months (unaudited)	As per last Audited Financial Year	1 year prior to the last Audited Financial Year	2 years prior to the last Audited Financial Year
	2015 ( 30th June 2015 )	2014-15	2013-14	2012-13
Equity Paid up Capital	204.48	204.48	122.41	122.41
Reserves and surplus(net of accumulated losses)	156.60	172.09	30.82	61.97
Net Worth	361.08	376.57	153.23	184.38
Miscellaneous Expenditure	-	-	-	-
Secured Loans	244.09	253.89	136.81	141.92
Unsecured Loans	25.19	5.57	-	-
Fixed Assets	294.45	298.12	196.80	197.15
Income from Operations	18.91	38.45	114.88	200.12
Total Income	19.25	41.02	115.76	206.76
Total Expenditure	35.63	100.16	139.92	210.93
Profit before Tax	(23.39)	(54.42)	(18.46)	(73.76)
Profit after Tax	(15.49)	(22.53)	(31.15)	(50.29)
Cash profit	(12.71)	(46.70)	(11.96)	9.03
EPS	(0.76)	(1.67)	(2.54)	(0.27)
Book value per share	17.66	18.42	12.52	15.06

This Certificate is issued at the request of the company.

For N.C. Aggarwal & Co.  
Chartered Accountants

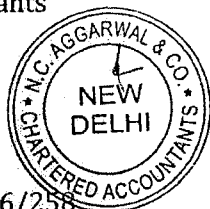
  
G.K. Aggarwal  
Partner

M.No.086622

C No.: NCP/2015-16/258

Dated: 10 Nov 2015

Place: New Delhi



# N.C. AGGARWAL & CO.

CHARTERED ACCOUNTANTS

102, Harsha house, Karampura Commercial Complex

New Delhi-110 015.Ph.(O) 25920555-56(R) 25221561

E-Mail : nc.aggarwal@gmail.com, nc.a@rediffmail.com.

The Board of Directors,  
JITF WATERWAYS LIMITED  
A-1, UPSIDC Industrial Area,  
Nandgaon Road, Kosi Kalan,  
Uttar Pradesh - 281403

## Limited Review Report-Balance Sheet as at 30<sup>th</sup> June, 2015

We have reviewed the accompanying unaudited Balance Sheet of **JITF WATERWAYS LIMITED** ("the Company") as at 30<sup>th</sup> June, 2015 and the related Statement of Profit and Loss for three months ended on that date annexed thereto (all of which are hereinafter referred to as the "Statement"). The statement is the responsibility of the Company's Management and has been approved by the Board of Directors/~~committee of Board of Directors~~. Our responsibility is to issue a report on these financial statements based on our review.

We conducted our review in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim financial information performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free of material misstatement(s). A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

Based on our review conducted as stated above, nothing has come to our attention that causes us to believe that the accompanying statement prepared in accordance with the Accounting Standards issued under the Companies (Accounting Standards) Rules, 2006 which continue to apply as per section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and other recognized accounting practices and policies, has not disclosed the information required to be disclosed, or that it contains any material misstatement.

### **Without qualifying , attention is drawn to:**

Investment and Loans and advances to wholly owned subsidiary company, is considered good and fully realizable/recoverable and no provision for diminution in value of investments is considered necessary in the opinion of management, for the period covered by this report read with Note no 7(i) and 7(ii) of audited accounts for year ended 31<sup>st</sup> March,2015

Figures for the corresponding previous period ended 30<sup>th</sup> June, 2014 as required under Accounting Standard 25 on "Interim Financial Reporting" issued by the Institute of Chartered Accountants of India, has not been made and furnished. This report is intended solely for the use of the Company for filing with BSE Limited, National Stock Exchange of India Limited, Securities and Exchange Board of India and any other regulatory authority in connection with the proposed composite scheme of arrangement of the Company and the same should not be used, referred to or distributed for any other purpose, without our prior written consent.

For N.C. Aggarwal & Co.

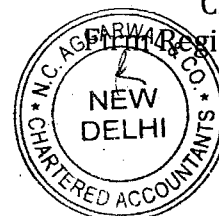
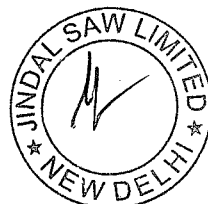
Chartered Accountants

Registration No. 003273N

(G.K. Aggarwal)

Partner

M.No.086622



Place: New Delhi

Dated: 15<sup>th</sup> JULY, 2015

**JITF WATERWAYS LIMITED****Balance Sheet as at 30th June, 2015 (Un-Audited)**

CIN No.U35122UP2007PLC069366

Particulars	Note No.	As at 30th June 2015 (Un-Audited)	As at 31st March 2015 (Audited)
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**EQUITY AND LIABILITIES****Shareholders' Funds**

(a) Share Capital	1	2,04,47,93,560	2,04,47,93,560
(b) Share Application			
(c) Reserves and Surplus	2	1,56,60,41,193	1,72,09,01,861

**Non-Current Liabilities**

(a) Long-term borrowings	3	2,10,35,91,355	2,19,47,35,060
(b) Long term provisions	4	7,62,627	7,42,627

**Current Liabilities**

(a) Short-term borrowings	5	33,84,12,629	14,94,57,514
(b) Trade payables	6	29,96,46,051	32,74,94,475
(c) Other current liabilities	7	53,67,34,919	47,41,06,313
(d) Short-term provisions	8	64,687	64,687

**Total Equity and Liabilities**

<b>6,89,00,47,021</b>	<b>6,91,22,96,097</b>
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**Assets****Non-current assets**

(a) Fixed assets	9		
(i) Tangible assets		2,94,36,91,721	2,98,02,32,202
(ii) Intangible assets		7,71,381	9,30,991
(b) Non-current investments	10	56,10,48,199	56,10,48,199
(c) Deferred tax assets (net)	11	1,18,33,91,698	1,10,43,32,130
(d) Long Term Loans and advances	12	48,59,25,606	55,72,53,804

**Current assets**

(a) Inventories	13	5,70,20,937	6,31,64,150
(b) Trade receivables	14	77,14,57,139	75,83,04,314
(c) Cash and Bank balances	15	11,53,16,441	11,74,10,674
(d) Short-term loans and advances	16	76,00,51,507	76,05,85,054
(e) Other current assets	17	1,13,72,392	90,34,579

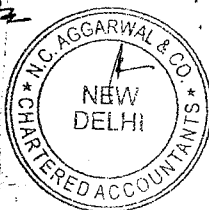
**Total Assets**

<b>6,89,00,47,021</b>	<b>6,91,22,96,097</b>
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In terms of our report of even date annexed hereto

For N.C. AGGARWAL & CO.  
Chartered Accountants  
Firm Registration No. 003273N

G.K.AGGARWAL  
Partner  
M.No.086622



Place: New Delhi

Dated: 15<sup>th</sup> JULY, 2015

For and on behalf of the Board Of Directors of  
JITF Waterways Limited

*Preetika Singh Johar*  
Preetika Singh Johar  
Director  
DIN No. 06959515

*Alok Kumar*  
Alok Kumar  
Director  
DIN No.00930344

*Pranay Kumar*  
Pranay Kumar  
Chief Financial Officer

*Megha Gupta*  
Megha Gupta  
Company Secretary

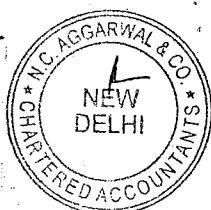
**JITF WATERWAYS LIMITED****Statement of Profit and Loss for the period ended 30th June, 2015 (Un-Audited)**

Particulars	Note No.	For the Period ended 30th June,2015 (Un- Audited)	For the Year ended 31st March,2015 (Audited)
<b>Revenue from operations</b>			
Revenue from operations(gross)	18	18,90,60,516	38,45,19,005
Other Income	19	33,99,690	2,56,63,324
<b>Total Revenue</b>		<b>19,24,60,206</b>	<b>41,01,82,329</b>
<b>Expenses:</b>			
Operational Expenses	20	21,98,55,714	49,64,31,108
Employee benefit expenses	21	50,16,233	2,21,92,973
Finance costs	22	9,00,85,455	33,71,97,992
Depreciation and amortization	9	3,07,00,090	12,44,08,518
Other expenses	23	46,00,146	2,13,43,779
<b>Total Expenses</b>		<b>35,62,57,638</b>	<b>1,00,15,72,370</b>
Profit before exceptional item and tax		(16,37,97,432)	(59,13,90,041)
<b>Exceptional Items</b> (Loss on foreign exchange transactions)		7,01,22,801	(4,71,63,346)
Profit before exceptional item and tax		(23,39,20,233)	(54,42,26,695)
VIII. Extraordinary Items		-	-
<b>Profit/(Loss) before tax</b>		(23,39,20,233)	(54,42,26,695)
<b>Tax expense:</b>			
1. Current tax		-	-
2. Deferred tax		(7,90,59,566)	(31,89,54,076)
<b>Profit/(Loss) for the year after tax</b>		<b>(15,48,60,667)</b>	<b>(22,52,72,619)</b>
Earnings per equity share of Face value of Rs.10/- each			
(1)Basic		(0.76)	(1.67)
(2)Diluted		(0.76)	(1.67)

In terms of our report of even date annexed hereto

For **N.C. AGGARWAL & CO.**  
Chartered Accountants  
Firm Registration No. 003273N

**G.K.AGGARWAL**  
Partner  
M.No.086622



For and on behalf of the Board of Directors of  
**JITF Waterways Limited**

**Preetika Singh Johar**  
Director  
DIN No. 06959515

**Alok Kumar**  
Director  
DIN No.00930344

**Pranay Kumar**  
Chief Financial Officer

**Megha Gupta**  
Company Secretary

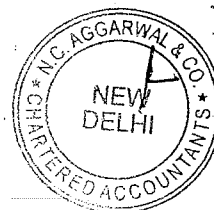
Place: New Delhi

Dated: 15<sup>TH</sup> JULY, 2015

**JITF WATERWAYS LIMITED****Notes forming part of Balance sheet and Statement of Profit and Loss**

(Amount in Rs.)

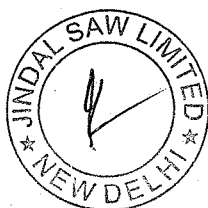
DESCRIPTION	As at 30th June 2015 (Un-Audited)	As at 31st March 2015 (Audited)
<b>1 SHARE CAPITAL</b>		
<b>(a) AUTHORISED SHARE CAPITAL</b>		
21,00,00,000 (Previous year 16,00,00,000) Equity Shares of 10/- each	2,10,00,00,000	2,10,00,00,000
<b>(b) Issued, Subscribed and Fully Paid-Up</b>		
20,44,79,356 (Previous year 20,44,79,356) Equity Shares of 10/- each fully paid-up	2,04,47,93,560	2,04,47,93,560
<b>(c) RECONCILIATION OF THE NUMBER OF SHARES OUTSTANDING AT THE BEGINNING AND AT THE END OF THE YEAR</b>		
Shares outstanding at the beginning of the year	20,44,79,356	12,24,13,333
Shares issued during the year	-	8,20,66,023
Shares outstanding at the end of the year	<u>20,44,79,356</u>	<u>20,44,79,356</u>
<b>(d) SHARE OF THE COMPANY HELD BY :-</b>		
Its Holding Company-Jindal Saw Limited		
No. of Shares Held	20,44,79,356	20,44,79,356
<b>(e) SHARES IN THE COMPANY HELD BY EACH SHAREHOLDER HOLDING MORE THAN 5% SHARES ARE AS UNDER:</b>		
<b>Name of the Equity Shareholder</b>		
<b>Jindal Saw Limited*</b>		
No. of Shares Held	20,44,79,356	20,44,79,356
% of Holding	100%	100%
* Including 700 Shares (Previous year 700 shares) held by Person/Companies as nominee of Jindal ITF Limited.		
<b>(f) Aggregate number of bonus shares issued, shares issued or consideration other than cash and bought back shares during the period of five years immediately preceding the reporting date:</b>		
	Nil	Nil
<b>(g) Terms/Rights attached to Equity Shares</b>		
The Company has only one class of equity shares having a par value of Rs.10/- per equity share. Each equity shareholder is entitled to one vote per share.		
<b>2 RESERVES AND SURPLUS</b>		
<b>(a) Securities Premium Reserve</b>		
As per last financial statements	4,08,85,87,120	2,44,72,66,660
Add: Received during the year	-	1,64,13,20,460
Closing Balance	<u>4,08,85,87,120</u>	<u>4,08,85,87,120</u>
<b>(b) PROFIT AND LOSS ACCOUNT</b>		
Profit/(Loss) Brought Forward	(2,36,76,85,260)	(2,13,90,48,386)
Add:-Profit/(Loss) after tax for the year	(15,48,60,667)	(22,52,72,615)
Adjustment of Depreciation as per Revised Companies Act, 2013 where useful life of asset is Nil	-	(13,03,680)
Deffered Tax asset on above	-	4,43,121
Less: Previous Year Tax Adjustment	-	25,03,700
Closing Balance	<u>(2,52,25,45,927)</u>	<u>(2,36,76,85,260)</u>
<b>Total Reserves and Surplus (a+b)</b>	<u>1,56,60,41,193</u>	<u>1,72,09,01,861</u>



**JITF WATERWAYS LIMITED****Notes forming part of Balance sheet and Statement of Profit and Loss**

(Amount in Rs.)

DESCRIPTION	As at 30th June 2015 (Un-Audited)	As at 31st March 2015 (Audited)
<b>3 LONG-TERM BORROWINGS</b>		
<b>(a) SECURED LONG TERM BORROWINGS</b>		
(I) Term Loan From Banks*	2,10,35,91,355	2,19,47,35,060
<b>Total Long Term Borrowings</b>	<b>2,10,35,91,355</b>	<b>2,19,47,35,060</b>
<b>4 LONG-TERM PROVISIONS</b>		
Provision for Employee benefits		
Provision for Leave Encashment	7,62,627	7,42,627
<b>Total Long term Provisions</b>	<b>7,62,627</b>	<b>7,42,627</b>
<b>5 SHORT-TERM BORROWINGS</b>		
<b>(a) Loan repayable on Demand</b>		
<b>Secured</b>		
Working Capital borrowings From banks*	8,65,62,405	9,37,54,290
<b>Secured Short term borrowings</b>	<b>8,65,62,405</b>	<b>9,37,54,290</b>
*Working Capital Facility is secured by way of hypothecation and/or pledge of current assets namely finished good, raw material, work in progress, consumable stores and spares, book debts, bill receivable and by way of second charge in respect of other moveable and immoveable properties of the Company. Working Capital Facility is repayable on demand.		
<b>(b) Loans and advances from related parties</b>		
<b>Unsecured</b>		
- Jindal ITF Ltd.	8,89,50,224	5,57,03,224
- Jindal Shipyards Ltd.	16,29,00,000	-
<b>Unsecured Short term borrowings</b>	<b>25,18,50,224</b>	<b>5,57,03,224</b>
<b>Total Short Term Borrowings</b>	<b>33,84,12,629</b>	<b>14,94,57,514</b>
<b>6 TRADE PAYABLES</b>		
Dues to other than Micro and Small enterprises	29,96,46,051	32,74,94,475
<b>Total Trade Payables</b>	<b>29,96,46,051</b>	<b>32,74,94,475</b>
<b>7 OTHER CURRENT LIABILITIES</b>		
Current maturity of Long Term Debt	25,06,70,307	25,04,00,000
<b>a) Interest Accrued but not due</b>		
- Jindal ITF Limited	-	16,69,916
Dues to Employees	-	17,94,654
Other payable	1,26,47,654	
Statutory Dues	16,51,904	1,47,14,912
Other liabilities	27,17,65,054	20,55,26,831
<b>Total Other Current Liabilities</b>	<b>53,67,34,919</b>	<b>47,41,06,313</b>
<b>8 SHORT TERM PROVISIONS</b>		
<b>For Employee Benefits</b>		
Leave Encashment	64,687	64,687
<b>Total Short Term Provisions</b>	<b>64,687</b>	<b>64,687</b>



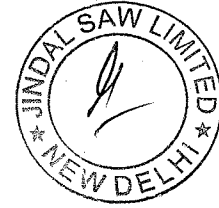
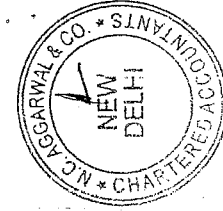
**JITF WATERWAYS LIMITED**

**Notes forming part of Balance sheet and Statement of Profit and Loss**

**Note-9**

**FIXED ASSETS**

		(Amount in Rs.)					
Fixed Assets	Type of Business	Gross Block		Accumulated Depreciation		Net Block	
		Balance as at April 2015	Balance as at 30th June 2015	Balance as at 1st April 2015	Depreciation charge for the year	Balance as at 30th June 2015	Balance as at 31st March 2015
<b>A</b>	<b>Tangible Assets</b>						
	Leasehold Improvements	7,86,907	7,86,907	7,86,907	-	7,86,907	-
	Vessels	3,35,05,67,488	3,35,05,67,488	57,84,14,731	3,19,33,281	61,03,48,012	2,77,21,52,758
	Barge	4,72,02,866	4,72,02,866	1,10,01,946	4,04,624	1,14,06,570	3,62,00,920
	Containers	21,93,52,164	21,93,52,164	6,46,18,371	38,62,346	6,84,80,717	15,47,33,793
	Computers	25,62,891	25,62,891	24,52,928	5,798	24,58,726	1,09,963
	Computers for Inland Waterways	76,900	76,900	38,246	2,038	40,284	38,654
	Office Equipments	26,29,902	26,29,902	24,15,318	14,445	24,29,763	2,14,584
	Furniture and Fixtures	12,93,777	12,93,777	6,71,359	41,035	7,12,394	6,22,418
	Vehicles	5,47,803	5,47,803	2,49,163	18,509	2,67,672	2,98,640
	Plant & Machinery-I	1,64,10,021	1,64,10,021	5,49,548	2,58,406	8,07,954	1,58,60,473
	<b>Total</b>	<b>3,64,14,30,719</b>	<b>3,64,14,30,718</b>	<b>66,11,98,517</b>	<b>3,65,40,482</b>	<b>69,77,38,998</b>	<b>2,94,36,91,721</b>
<b>B</b>	<b>Intangible Assets</b>						
	Computer Software	68,34,254	68,34,254	59,03,263	1,59,609	60,62,871	9,30,991
	<b>Total</b>	<b>68,34,254</b>	<b>68,34,254</b>	<b>59,03,263</b>	<b>1,59,609</b>	<b>60,62,871</b>	<b>7,71,383</b>
	<b>Total (A+B)</b>	<b>3,64,82,64,973</b>	<b>3,64,82,64,972</b>	<b>66,71,01,780</b>	<b>3,67,00,090</b>	<b>70,38,01,870</b>	<b>2,94,44,63,104</b>



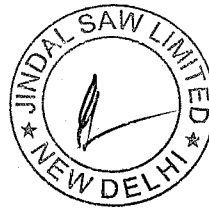
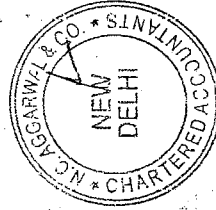
**JITF WATERWAYS LIMITED**

**Notes forming part of Balance sheet and Statement of Profit and Loss**

**Note 10**

**NON CURRENT INVESTMENTS**

DETAILS OF INVESTMENTS		As at 30th June 2015			As at 31st March 2015		
		Nos.	Face Value (Rs.)	Amount (Rs.)	Nos.	Face Value (Rs.)	Amount (Rs.)
Sr. No.	PARTICULARS						
	<u>Non-Current Investments</u>						
	<u>Equity Shares Fully Paid Up of Subsidiary Company - Unquoted</u>						
	JITF Shipping and Logistics (Singapore) Pte. Ltd	1,09,04,001	1 US \$	56,10,48,199	1,09,04,001	1 US \$	
	<b>Total</b>			<b>56,10,48,199</b>		<b>56,10,48,199</b>	

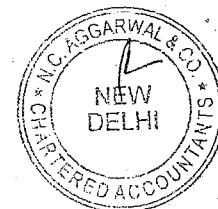


**JITF WATERWAYS LIMITED****Notes forming part of Balance sheet and Statement of Profit and Loss**

(Amount in Rs.)

DESCRIPTION	As at 30th June 2015 (Un-Audited)	As at 31st March 2015 (Audited)
<b>11 DEFERRED TAX ASSET (NET)</b>	<b>1,18,33,91,698</b>	<b>1,10,43,32,130</b>
<b>12 LONG TERM LOANS AND ADVANCES</b>		
Capital advance	1,93,85,502	1,93,85,502
Security Deposit	67,30,143	67,30,143
<b>Loan and advance to related party</b>		
JITF Shipping and Logistics(Singapore) Pte. Ltd	45,98,09,961	53,11,38,159
<b>Total Long Term Loan and advances</b>	<b>48,59,25,606</b>	<b>55,72,53,804</b>
<b>13 INVENTORIES</b>		
Stores and Spares	2,36,64,385	2,36,64,385
Fuel and Lubricants	3,33,56,552	3,94,99,764
<b>Total Inventories</b>	<b>5,70,20,937</b>	<b>6,31,64,150</b>
<b>14 TRADE RECEIVABLES</b>		
<b>Outstanding More than Six Months</b>		
Unsecured, Considered good	68,86,07,461	67,54,54,636
<b>Outstanding Less than Six Months</b>		
Unsecured, Considered good	8,28,49,678	8,28,49,678
<b>Total Trade Receivables</b>	<b>77,14,57,139</b>	<b>75,83,04,314</b>
<b>15 CASH &amp; BANK BALANCES</b>		
<b>(A) Cash And Cash Equivalents</b>		
Cash-in-hand	3,723	21,882
<b>Balances with Banks</b>		
In current accounts	55,06,850	75,82,924
<b>(B) Other Bank Balances</b>		
Fixed Deposits with original maturity more than three months but less than twelve months*	10,98,05,868	10,98,05,868
<b>Total Cash and Bank balances</b>	<b>11,53,16,441</b>	<b>11,74,10,674</b>

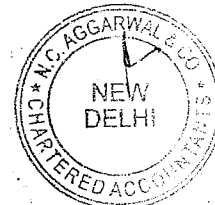
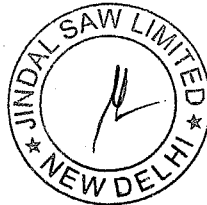
\*Pledged with bank as margin for bank guarantee



**JITF WATERWAYS LIMITED****Notes forming part of Balance sheet and Statement of Profit and Loss**

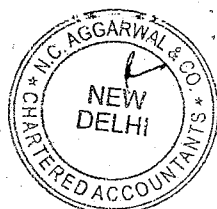
(Amount in Rs.)

DESCRIPTION	As at 30th June 2015 (Un-Audited)	As at 31st March 2015 (Audited)
<b>16 SHORT-TERM LOANS AND ADVANCES</b>		
<b>(A) Advance Recoverable in cash or in kind*</b>		
Unsecured, considered good	17,35,34,488	18,50,40,434
	<b>17,35,34,488</b>	<b>18,50,40,434</b>
<b>(B) Other Loans and Advances</b>		
Unsecured, considered good		
Advance taxation (net of provision)	5,04,91,764	6,04,35,278
Advances to vendors	53,53,97,885	51,45,51,972
Loans to Employees	6,27,370	5,57,370
<b>Sub Total-Other Loan and Advances</b>	<b>58,65,17,019</b>	<b>57,55,44,620</b>
<b>Total -Short Term Loans and Advances</b>	<b>76,00,51,507</b>	<b>76,05,85,054</b>
<i>*includes insurance claim receivable, service tax receivable and advances, etc.</i>		
<b>17 OTHER CURRENT ASSETS</b>		
Interest Accrued on Fixed Deposits	1,13,72,392	90,34,579
<b>Total Other Current Assets</b>	<b>1,13,72,392</b>	<b>90,34,579</b>



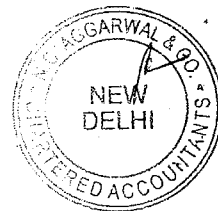
**JITF WATERWAYS LIMITED**
**Notes forming part of Balance sheet and Statement of Profit and Loss**

DESCRIPTION	(Amount in Rs.)	
	For the period ended 30th June,2015 (Un- Audited)	For the Year ended 31st March,2015 (Audited)
<b>18 GROSS REVENUE FROM OPERATIONS</b>		
<b>Sale of Services</b>		
Cargo Freight Revenue	14,45,42,900	34,01,27,652
Charter Hire Revenue	3,07,39,557	1,67,48,086
Container Hire Charges	1,41,378	1,10,47,262
Ground rent recovery	-	13,52,535
Other Receipt	1,36,36,681	1,52,43,470
<b>Total Revenue from Operations</b>	<b>18,90,60,516</b>	<b>38,45,19,005</b>
<b>19 OTHER INCOME</b>		
Interest income		
- on Fixed Deposit	25,97,570	1,00,38,431
- on Income Tax Refund	8,02,120	21,02,992
Dividend Income on current investments	-	1,18,97,627
Other Non Operating Income	-	16,24,274
<b>Total Other Income</b>	<b>33,99,690</b>	<b>2,56,63,324</b>
<b>20 OPERATIONAL EXPENSES</b>		
Fuel Consumption	5,29,65,083	15,12,25,864
Ship Management Expenses	4,64,62,695	10,01,91,505
Vessel and Containers Related Port Charges	5,27,39,614	10,63,02,272
Insurance	1,11,46,288	1,91,72,776
Commission to Cargo/Vessels Agents	9,04,520	21,84,251
Transportation Charges	41,500	21,07,032
Vessel Hire Charges	-	1,57,27,430
Hire Charges including containers	45,32,725	2,78,08,363
Repair and Maintenance	5,10,63,288	7,17,11,615
<b>Total Operational Expenses</b>	<b>21,98,55,714</b>	<b>49,64,31,109</b>
<b>21 EMPLOYEE BENEFIT EXPENSES</b>		
Salaries and Wages	47,40,458	2,09,22,056
Contribution to provident and other funds	2,63,882	12,41,327
Staff Welfare Expenses	11,893	29,590
<b>Total Employee Benefit Expenses</b>	<b>50,16,233</b>	<b>2,21,92,973</b>
<b>22 FINANCE COST</b>		
Interest Expenses		
On Term loans	8,19,35,619	30,81,32,051
On Bank Borrowings	29,03,029	94,45,648
Bank and Finance charges	52,46,807	1,96,20,293
<b>Total Finance Cost</b>	<b>9,00,85,455</b>	<b>33,71,97,992</b>



**JITF WATERWAYS LIMITED****Notes forming part of Balance sheet and Statement of Profit and Loss**

DESCRIPTION	(Amount in Rs.)	
	For the period ended 30th June,2015 (Un- Audited)	For the Year ended 31st March,2015 (Audited)
<b>23 OTHER EXPENSES</b>		
Rent	1,35,000	5,40,000
Rates and Taxes	62,687	32,57,382
Insurance	2,19,474	6,10,064
Other repair and maintenance	26,510	-
Travelling and Conveyance	5,59,719	19,12,262
Vehicle upkeep and maintenance expenses	14,778	2,42,629
Postage, Telegrams and Telephones	60,024	3,16,052
Legal and professional fees and expenses	6,90,500	47,60,697
Auditors' Remuneration		
As audit Fees	75,000	2,25,000
As Tax audit Fees		75,000
Commission on Sales	-	25,538
Advertisement	-	10,618
Other Selling Expenses	5,379	4,492
Bad Debts written off	-	29,11,620
Miscellaneous Expenses	27,51,075	64,52,425
<b>Total Other Expenses</b>	<b>46,00,146</b>	<b>2,13,43,779</b>



**NOTICE**

Company gives notice that the 8<sup>th</sup> Annual General Meeting of the members of JITF Waterways Limited will be held on Tuesday, the 15<sup>th</sup> September, 2015 at 1:00 PM at A-1, UPSIDC Industrial Area, Nandgaon Road, Kosi Kalan, Mathura, Uttar Pradesh-281403 to transact the following business:

**AS ORDINARY BUSINESS:**

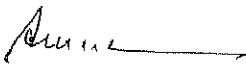
1. To receive, consider and adopt the Audited Financial Statements comprising of Balance sheet of the Company for the Financial Year ended on 31<sup>st</sup> March, 2015 and the statement of Profit and Loss Account of the Company for the year ended on that date along with the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Alok Kumar (Holding DIN No.: 00930344) who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint Auditors and fix their remuneration by passing the following resolution as an Ordinary Resolution with or without modification(s):

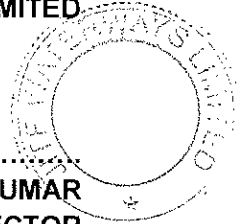
**"RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, M/s N.C. Aggarwal & Co. Chartered Accountants, (FRN No. 003273N) the retiring Auditors of the Company, be and is hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 10<sup>th</sup> AGM of the Company to be held in the year Calendar Year 2017 (subject to ratification of their re-appointment at every AGM), to examine and audit the accounts of the Company, on such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditors plus reimbursement of service tax, travelling and out-of pocket expenses."

Place: New Delhi  
Dated: 28.08.2015

BY ORDER OF THE BOARD  
FOR JITF WATERWAYS LIMITED

**Regd. Office:**  
A-1, UPSIDC Industrial Area,  
Nandgaon Road,  
Kosi Kalan, Mathura  
Uttar Pradesh-281403  
CIN No.: U35122UP2007PLC069366  
Email Id: Info.Vector@jindalvector.com

  
.....  
**ALOK KUMAR**  
**DIRECTOR**  
DIN No.: 00930344  
Address: B-49 Kiran Garden,  
New Delhi, India-110059

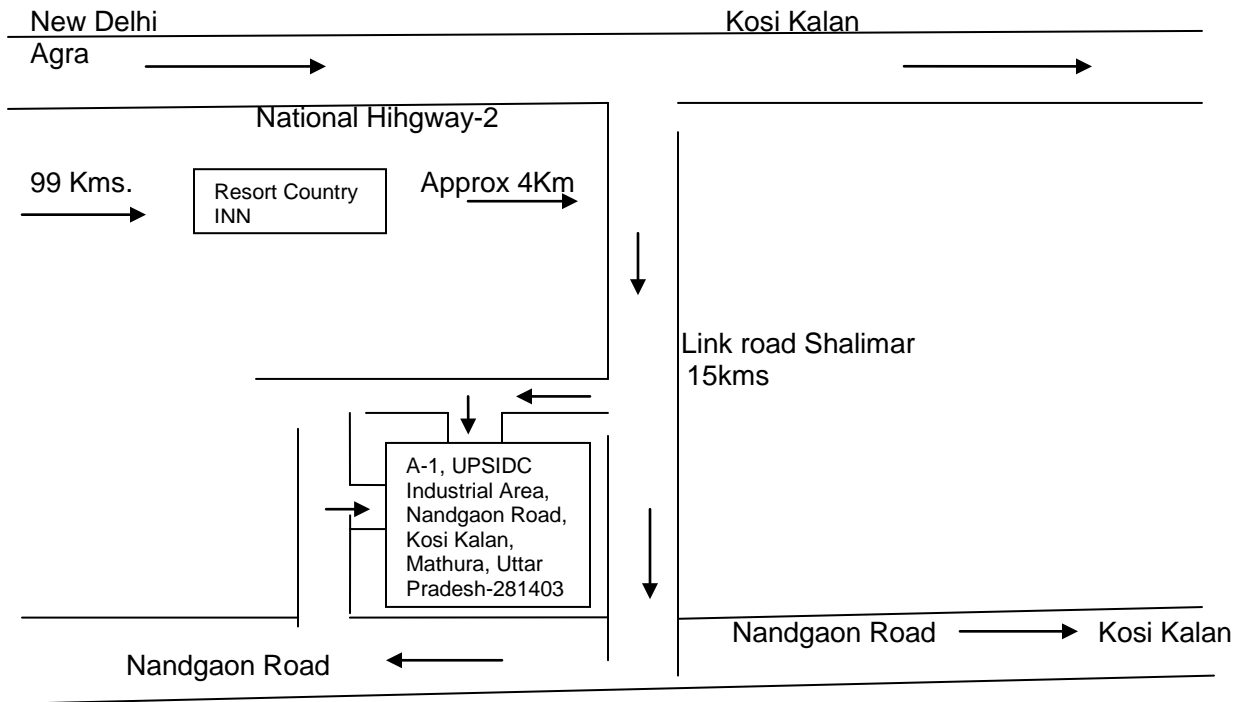


**NOTES:**

1. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. Proxy in order to be effective must be received by the Company not less than 48 hours before the meeting.
2. For the convenience of members the route map of the venue of the meeting is depicted at the end of the Notice.
3. The Meeting is being held at shorter consent and hence members are requested to provide their consent for holding such Meeting at shorter Notice by physical or electronic means for providing their consent.

7

### Route map to the venue of the meeting



## **JITF WATERWAYS LIMITED**

### **DIRECTORS' REPORT**

Your Directors have pleasure in presenting the 8<sup>th</sup> Annual Report, together with the Audited Financial Statements of the Company for the financial year ended March 31, 2015.

#### **Financial summary or highlights/Performance of the Company**

<b>Particulars</b>	<b>Current Year (Rs.)</b>	<b>Previous Year (Rs.)</b>
Paid up Capital	2044793560	1,22,41,33,330
Share application money pending allotment	-	2,54,35,00,010
Reserves and Surplus	1720901861	30,82,18,274
Secured Loans	2194735060	1,27,15,80,562
Fixed Assets	2981163193	1,96,79,83,509
Current Assets	1708498771	1,67,97,65,554
Current Liabilities	951122989	38,19,37,822
Revenue	410182329	1,15,75,69,632
Profit/ (Loss) before taxation	(544226691)	(18,45,62,313)
Earning Per share	(1.67)	(2.54)

#### **Brief description of the Company's working during the year/State of Company's affair**

Earlier, the vessels of your Company were under the management of V ships and they were not maintaining the vessels as such we decided to take over the management from them in October 2014 and same was completed by mid December 2014. Vessels management is now being done directly by JITF Waterways Limited team. By doing this your Company have been able to achieve following:

- A) Savings in technical management fees of Rs. 1.2 crores per annum.
- B) Savings in procurement of stores and spares of Rs. 3 crores by doing rate contracts and direct procurement.
- C) Vessels have been strictly monitored with cost controls and upgraded with all machineries now working in satisfactory conditions.
- D) Savings by reducing the number of hired containers totaling to Rs. 1.56 crores per annum.
- E) The uptime has increased to ninety five percent.

The bulk vessels operation costs is USD 3300/- per day and we are able to earn revenue of around USD 3300- 3500/- even in the depressed market and MV Jindal Tarini has been fixed in inter PG business and earning above rate and the charter will complete by mid May 2015.

MV Jindal Tara has made last voyage from Abu Dhabi to Kolkata with pipes of Jindal Saw Dubai LLC and made a time charter yield of USD 3900/- and voyage completed now and being handed over to JOLS. We are still awaiting charter hire from JOLS for completing contract.

MV Jindal Varuna is coming on ballast from Sharjah to Kolkata and will arrive around 10th May. MV Jindal Meenakshi and Kamakshi are on coastal container trade and plying between Cochin /Mundra and Pipapav /Cochin on liner run. The time charter yield for the month of April 2015 is around USD 7400/- per day after meeting out operation fixed cost.

We have an inventory of Rs. 21.8 crores of containers lying at various locations.

Presently the business of your company has turned around and we have made revenue of Rs. 8 crores in the month of April 2015.

### **Changes in Share Capital**

During the year under review, your company allotted 8,20,66,023 Equity Shares of Rs.10/- each at a premium of Rs. 20/- per share. Consequently, the Equity Share Capital has increased from Rs.1,22,41,33,330/- divided into 12,24,13,333 Equity Shares of Rs. 10/- each to Rs. 2,044,793,560/- divided into 20,44,79,356 Equity Shares of Rs. 10/- each.

### **Dividend**

Your Company has not recommended any Dividend for the financial year under review.

### **Reserves**

Your Company has not recommended transferring any amount to reserves for the Financial Year 2014-15.

### **Deposits**

The Company has not accepted any Public Deposits within the meaning of Section 73 of the Companies Act, 2013 and the rules made there under.

### **Extract of the Annual Return in Form MGT – 9**

The extracts of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 is furnished in **Annexure .1** and is attached to this Report.

### **Subsidiary Company**

The Company has one wholly owned foreign Subsidiary Company, namely JITF Shipping & Logistics (Singapore) Pte. Ltd.

### **Number of Board Meetings**

The Board of Directors duly met 9 (Nine) Times during the financial year 2014-15. Details of Board meetings held during the year are as follows:-

1. 12.05.2014
2. 27.06.2014
3. 06.08.2014
4. 26.09.2014
5. 05.11.2014
6. 20.11.2014
7. 02.01.2015
8. 30.01.2015
9. 30.03.2015

Resolutions passed by circulation during the year were duly noted at the meeting of the Board of Directors. Your Board of Directors meets as and when necessary for the proper functioning of the Company.

## **Directors Responsibility Statement**

Pursuant to Section 134(3)(c) read with Section 134(5) of the Companies Act, 2013, for the Financial Year 2014-15, your Directors report as under:-

- (i) that in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures (if any);
- (ii) that the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the company for that period;
- (iii) that the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (iv) that the directors had prepared the annual accounts on a going concern basis; and
- (v) that 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.

## **Directors & Key Managerial Personnel**

### **I. Retirement by Rotation**

In terms of the provisions of Section 152 of the Companies Act, 2013, Mr. Alok Kumar (DIN: 00930344) shall retire by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment. Your Directors recommend his reappointment at the ensuing Annual General Meeting.

### **II. Appointment of Key Managerial Personnel**

During the period, Mr. Pranay Kumar was appointed as Chief Financial Officer and Ms. Megha Gupta (ACS No.: 25008) was appointed as Company Secretary w.e.f. 01.04.2014 and 06.08.2014 respectively.

### **III. Cessation**

During the period, Mr. Vikram Puri (DIN: 05292173), Mr. Anuj Kumar (DIN: 05295914) and Mr. Amit Bajpai (DIN: 01728337) resigned from the Directorship of the Company w.e.f. 06<sup>th</sup> August, 2014.

### **IV. Appointment of Independent Directors**

With Section 149(5) of the Companies Act, 2013 coming into force, the company is required to appoint Independent Directors within a period of one year from 01<sup>st</sup> April, 2014 i.e. the date of commencement of this section and Rule made thereunder. Accordingly, the Board has appointed, Mr. Raj Kamal Agarwal (holding DIN: 00005349) and Mr. Kuldip Bhargava (holding DIN: 00011103) as Independent Director(s) on the Board w.e.f. 30<sup>th</sup> March, 2015. The Shareholders at their Extra- ordinary General meeting held on 30<sup>th</sup> March, 2015, approved their appointment.

## **Statement of Declaration of Independence by Independent Directors**

Your Company has received declarations from the Independent Directors, namely, Mr. Raj Kamal Agarwal (Din No. 00005349) and Mr. Kuldip Bhargava (Din No. 00011103) that they are eligible for appointment and that they meet the criteria for independence as provided in Section 149(6) of the Act.

### **Particulars of loans, guarantees or investments u/s 186**

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

### **Particulars of Related Party Transactions**

All Related Party Transactions that were entered into during the financial year were on an arm's length basis, in the ordinary course of business and were in compliance with the applicable provisions of the Companies Act, 2013. There were no materially significant Related Party Transactions made by the Company with Promoters, Directors, Key Managerial Personnel which may have a potential conflict with the interest of the Company at large. All Related Party Transactions were placed before the Audit Committee for approval. Details of the transactions with Related Parties are provided in the accompanying financial statements.

### **Audit Committee**

Pursuant to Section 177 of the Companies Act, 2013, the audit committee shall consist of three directors with independent directors forming a majority. Accordingly, the Board of Directors has re-constituted an Audit Committee comprising of:

1. Mr. Raj Kamal Agarwal, Independent Director
2. Mr. Kuldip Bhargava, Independent Director
3. Mr. Alok Kumar, Director

It met at regular intervals during the year to look after the financial position, evaluate the internal financial controls & risk management system, monitor the end use of funds raised, scrutiny of inter-corporate loans & investments by the company. Recommendations of Audit Committee had been duly discussed and accepted by the Board of Directors.

### **Nomination and Remuneration Committee**

Pursuant to section 178 of the Companies Act, 2013 the Nomination and Remuneration Committee shall consist of three or more non executive directors out of which not less than one half shall be independent directors. Accordingly, the Board of Directors of the Company, has re-constituted Nomination & Remuneration Committee comprising of:

1. Mr. Kuldip Bhargava, Independent Director
2. Mr. Raj Kamal Agarwal, Independent Director
3. Mr. Alok Kumar, Director - Chairman

The Nomination and Remuneration Committee has formulated a policy relating to the appointment, remuneration and removal of Executive Directors, Key Managerial Personnel and Other Senior Management Personnel of the Company, in accordance with the provisions of Section 178 of the Companies Act 2013.

### **Risk Management Policy**

The Company has devised and implemented a mechanism for risk management and has developed a Risk Management Policy. The Policy provides for identification of elements of risk, if any, which in the opinion of the Board may threaten the existence of the Company.

### **Statutory Auditors**

M/s. N.C. Aggarwal & Company, Chartered Accountants, (ICAI Firm Registration No. 003273N) the Statutory Auditors of the Company was appointed to hold office till the conclusion of the 8th Annual General Meeting. Their continued appointment is subject to ratification of the shareholders in the ensuing AGM in terms of Section 139 of the Companies Act, 2013.

M/s N.C. Aggarwal & Company have expressed their willingness continue in office and has furnished a certificate of their eligibility and consent under Section 141 of the Companies Act, 2013 and the rules framed there under.

The Auditors' Report to the shareholders for the year under review does not contain any qualification or adverse remark.

The Board considers the continuation of M/s. N.C. Aggarwal & Company in office in the larger interest of the Company and therefore, recommends approval of resolution for ratification of their continuation in office for F.Y. 2015-16.

### **Secretarial Auditors**

The Board had appointed M/s Pankaj Kantha & Company, Company Secretaries in Whole Time Practice to carry out secretarial audit under the provisions of Section 204 of the Companies Act, 2013, for the financial year ended 31<sup>st</sup> March, 2015. The report of the Secretarial Auditor is annexed to this report as **Annexure – II**.

There was no qualifications, reservations or adverse remarks made by the either by the Auditors or by the Practicing Company Secretary in their respective reports.

### **Internal Auditors**

Pursuant to the provisions of Section 138 of the Companies Act, 2013 and the Rules made thereunder and other applicable provisions if any, of the said Act, Mr. Dharmender Prasad has been appointed as Internal Auditor of the Company for the Financial Year 2014-15.

### **Establishment of vigil mechanism**

The Company has adopted a Whistle Blower Policy, to provide a formal mechanism to the Directors and employees to report their concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy. The Policy provides for adequate safeguards against victimization of employees who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee. It is affirmed that no personnel of the Company has been denied access to the Audit Committee.

### **Evaluation of Boards Performance**

The Nomination and Remuneration Committee has laid down the criteria for performance evaluation of the individual Directors and the Board.

The framework of performance evaluation of the Independent Directors captures the following points:

- A) Key attributes of the Independent Directors that justify his / her extension / continuation on the Board of the Company;
- B) Participation of the Directors in the Board proceedings and his / her effectiveness;

The evaluation was carried out by means of the replies given / observations made by all the Independent Directors on the set of questions developed by them which brought out the key attributes of the Directors, quality of interactions among them and its effectiveness

### **The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013**

Company has adopted a policy for prevention of sexual Harassment of Women at workplace and has formed a committee for implementation of said policy. No complaint of harassment was received during the year.

### **Shifting of Registered Office from One State to another**

During the period under review, your Company has shifted its Registered Office address from NCT of Delhi, i.e. from Jindal ITF Centre, 28, Shivaji Marg, New Delhi-110015 to the State of Uttar Pradesh, i.e. at A - 1, UPSIDC Industrial Area, Nandgaon Road, Kosi Kalan, District Mathura (U.P.) – 281403 w.e.f. 09<sup>th</sup> March, 2015.

### **Details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future**

There is/are no such order by any regulators or courts or tribunals impacting the going concern status and company's operations in future which effect going concern basis of the company.

### **Details in respect of adequacy of internal financial controls with reference to the Financial Statements.**

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

Board of Directors, Management, and other personnel, designed to provide reasonable assurance regarding the achievement of objectives relating to operations, reporting, and compliance etc .

### **Particulars of Employees**

Particulars of the employees as required under section 134(3) of the Companies Act, 2013 as amended up to date and forming part of the Director's Report for the year ended 31<sup>st</sup> March, 2015, who was in employment of the Company in accordance with the Clause 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is attached at **Annexure III** of this Report.

### **Conservation of energy, technology absorption, foreign exchange earning and outgo.**

Particulars required to be furnished under Section 134(3)(m) of the Companies Act, 2013, read with Clause 8(3) of The Companies (Accounts) Rule, 2014. This, however, does not apply to your Company, as the shipping industry is not included in the Schedule to the relevant rules.

However, the Company is conscious of the need to keep all the cost elements at the barest minimum level including the energy cost. It is also aware of the responsibility to conserve energy in an overall energy shortage situation.

With regard to foreign exchange earnings and outgo, the position is as under.

Description	Current Year (Rs.)	Previous Year (Rs.)
Total Expenditure in Foreign Exchange	132360131	574,979,503
Total Income in Foreign Exchange	11559533	582,557,025

### Acknowledgement

Your Directors thank the Company's clients, vendors, charterers, business associates, main line operators, investors, shareholders, Financial Institutions and bankers for their continued support during the year. It will be your Company's endeavor to build and nurture strong links with them based on mutuality, respect and co-operation with each other. Your Directors take this opportunity to thank all employees for their hard work, dedication and commitment.

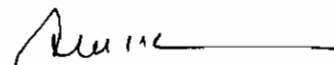
Your Directors place on record their appreciation for the support and continued co-operation that the Company received from the Government of India, the Ministry of Shipping, the Ministry of Finance, the Ministry of Company Affairs, the Directorate General of Shipping, the Mercantile Marine Department, the Reserve Bank of India, the Central Board of Excise and Customs, and other Government agencies. Your Directors also express their sincere thanks to the Indian National Ship Owners Association, Port authorities, Insurance companies, and Protection and Indemnity clubs for their continued support during the year.

On behalf of the Board of Directors of  
JITF Waterways Limited



.....  
**Rajesh Rammitra Beri**  
Whole- Time Director  
(DIN No: 05113158)

Address: Noor Cooperative  
Society, Vashi Taluka Thane,  
Mumbai, 400001, Maharashtra



.....  
**Alok Kumar**  
Director

(DIN No: 00930344)  
Address: B-49, Kiran  
Garden, New Delhi-  
110059

Place: New Delhi  
Date: 06.05.2015

## Form No. MGT-9

**EXTRACT OF ANNUAL RETURN**

as on the financial year ended on 2014-2015

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

**I. REGISTRATION AND OTHER DETAILS:**

i.	<b>CIN</b>	U35122UP2007PLC069366
ii.	<b>Registration Date</b>	24 <sup>th</sup> January 2007
iii.	<b>Name of the Company</b>	JITF Waterways Limited
iv.	<b>Category / Sub-Category of the Company</b>	Company Limited by Shares
v.	<b>Address of the Registered office and contact details</b>	A-1, UPSIDC Industrial Area, Nandgaon Road, Kosi Kalan, Distt. Mathura, Uttar Pradesh – 281403.  Ms. Megha Gupta, Company Secretary  Contact No. 011-66463983/84
vi.	<b>Whether listed company Yes / No</b>	NO.
vii.	<b>Name, Address and Contact details of Registrar and Transfer Agent, if any</b>	Mr. J.K. Singla Alankit Assignments Limited Alankit House 2E/21 Jhandewalan Extension New Delhi - 110055 INDIA  Contact No.: (B) 011-4254 1234 / 2354 1234 (D) 011-4254 1960

**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:-

SI. NO	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1.	Inland Water Transport	502	100%

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES –**

SI.NO	NAME OF THE COMPANY	ADDRESS	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% of shares Held	Applicable Section
1	Jindal ITF Limited	A-1, UPSIDC Industrial Area, Nandgaon Road, Kosi Kalan, Mathura Uttar Pradesh-281403	U74900UP2007 PLC069247	Holding Company	100%	2(46)
2.	JITF Shipping & Logistics (Singapore) Pvt. Ltd.	1 RAFFLES PLACE #28-02 ONE RAFFLES PLACE SINGAPORE (048616)	201112207D	Subsidiary Company	100%	2(87)



g) FII's	--	--	--	--	--	--	--	--	--
h) Foreign Venture Capital Funds	--	--	--	--	--	--	--	--	--
i) Others (specify)	--	--	--	--	--	--	--	--	--
<b>Sub-total (B)(1):-</b>	--	--	--	--	--	--	--	--	--
<b>2. Non-Institutions</b>									
a) Bodies Corp.									
i) Indian	--	--	--	--	--	--	--	--	--
ii) Overseas	--	--	--	--	--	--	--	--	--
b) Individuals	--	--	--	--	--	--	--	--	--
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	--	--	--	--	--	--	--	--	--
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	--	--	--	--	--	--	--	--	--
c) Others (specify)	--	--	--	--	--	--	--	--	--
<b>Sub-total (B)(2):-</b>	--	--	--	--	--	--	--	--	--
<b>Total Public Shareholding (B)=(B)(1)+ B)(2)</b>	--	--	--	--	--	--	--	--	--
C. Shares held by Custodian for GDRs & ADRs	--	--	--	--	--	--	--	--	--
<b>Grand Total (A+B+C)</b>	<b>122412633</b>	<b>700</b>	<b>122413333</b>	<b>100%</b>	<b>204478656</b>	<b>700</b>	<b>204478656</b>	<b>100%</b>	<b>0</b>

(ii) Shareholding of Promoters

SI.NO	SHAREHOLDER'S NAME	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	
1	Ms.Sminu Jindal*	100	0.001%	30%	100	0.001%	62.95%	Nil
2	Mr.Prithvi Raj Jindal*	100	0.001%		100	0.001%		
3	Mr.Indresh Batra*	100	0.001%		100	0.001%		
4	Mr. Sunil Kumar Jain*	100	0.001%		100	0.001%		
5	M/s Renuka Financial Services Ltd*	100	0.001%		100	0.001%		
6	M/s Manjula Finances Ltd*	100	0.001%		100	0.001%		
7	M/s Goswamis Credits & Investment Ltd.*	100	0.001%		100	0.001%		
8	M/s Jindal ITF Ltd	122412633	99.99%		204478656	99.99%		
	<b>Total</b>	<b>122413333</b>	<b>100%</b>	<b>30%(3672399)</b>	<b>204479356</b>	<b>100%</b>	<b>62.95%(128719754)</b>	<b>Nil</b>

\* As nominees of Jindal ITF Limited

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

SI.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
	At the beginning of the year	122413333	99.99%	122413333	99.99%
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease(e.g. allotment/ transfer/ bonus/sweat equity etc):	Allotment of 82066023 Equity Share of Rs. 10/- each at premium of Rs. 20 each to Jindal ITF Limited dated 30 <sup>th</sup> January, 2015.			

	AT THE END OF THE YEAR	<b>204479356</b>	99.99%	<b>204479356</b>	99.99%
--	------------------------	------------------	--------	------------------	--------

**(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):**

SI.NO	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year				
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease(e.g. allotment/ transfer/ bonus/sweat equity etc)				
	At the End of the year ( or on the date of separation, if separated during the year)				

**NIL**

**(v) Shareholding of Directors and Key Managerial Personnel:**

Neither the Directors nor the KMP holds any share in the Company

SI. NO	Name of KMP and Directors	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.	For Each of the Directors and KMP				
	At the beginning of the year	--	--	--	--
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease(e.g. allotment/ transfer/ bonus/sweat equity etc)				
	At the End of the year	--	--	--	--

## V. INDEBTEDNESS

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

	Secured Loans excluding deposits  (Amount in Crores)	Unsecured Loans  (Amount in Crores)	Deposits  (Amount in Crores)	Total Indebtedness  (Amount in Crores)
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	Rs. 134.05	--	--	Rs. 134.05
ii) Interest due but not paid	--	--	--	--
iii) Interest accrued but	--	--	--	--
<b>Total (i+ii+iii)</b>	<b>Rs. 134.05</b>	--	--	<b>Rs. 134.05</b>
<b>Change in Indebtedness during the financial year</b>				
Addition	Rs. 132.38	Rs. 5.57	-	Rs. 137.95
Reduction	Rs. 12.53	--	--	Rs. 12.53
<b>Net Change</b>	<b>Rs. 119.85</b>	<b>Rs. 5.57</b>	--	<b>Rs. 125.42</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	Rs. 253.89	Rs. 5.57	-	Rs. 259.46
ii) Interest due but not paid	--	--	--	--
iii) Interest accrued but not due	--	--	--	--
<b>Total (i+ii+iii)</b>	<b>Rs. 253.89</b>	<b>Rs. 5.57</b>	--	<b>Rs. 259.46</b>

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl.NO	Particulars of Remuneration	*Mr. Rajesh Rammitra Beri(WTD)	Total amount
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	Rs. 18,58,565	Rs. 18,58,565

2.	Stock option	--	--
3.	Sweat equity	--	--
4.	Commission - as % of profit - others, specify...	--	--
5.	Others, please specify	--	--
	Total (A)	<b>Rs. 18,58,565</b>	<b>Rs. 18,58,565</b>
	Ceiling as per the Act sec 197(3) and schedule V	<b>Rs. 84,00,000</b>	

\* Mr. Rajesh Rammitra Beri was appointed as WTD w.e.f. 09<sup>th</sup> September, 2014 by passing Special Resolution

*B. Remuneration to other directors:*

Sl. NO	Particulars of Remuneration	Name of Directors		Total Amount
	1. Independent Director	Kuldip Bhargava	Raj Kamal Agarwal	
	• Fee for attending board Meeting	15,000	15,000	<b>30,000</b>
	• Fees for attending Committee meetings	10,000	10,000	<b>20,000</b>
	Commission Others, please specify			
	<b>Total (1)</b>	<b>25,000</b>	<b>25,000</b>	<b>50,000</b>
	2. Other Non-Executive Directors Fee for attending board / committee meetings Commission Others, please specify	--	--	--
	Total (2)	--	--	--
	Total (B)=(1+2)	<b>25,000</b>		<b>25,000</b>
	Total Managerial Remuneration	--	--	--
	Overall Ceiling as per the Act	--	--	--

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

Sl.NO	Particulars of Remuneration	Key Managerial Personnel		
		Mr. Pranay Kumar (CFO)	Ms. Megha Gupta (Company Secretary)	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	Rs. 11,20,778	Rs. 6,30,000	Rs. 17,50,778

	(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			
	<b>TOTAL</b>	<b>Rs. 11,20,778</b>	<b>Rs. 6,30,000</b>	<b>Rs. 17,50,778</b>

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

There were no penalties/punishment/ Compounding of offences for the year ending 2014-2015



ANNEXURE - I

Form No. MR-3

**SECRETARIAL AUDIT REPORT**

**FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> MARCH, 2015**

**[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]**

To,

The Members,

**JTF Waterways Limited**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **JTF Waterways Limited**, (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the JTF Waterways Limited books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by JTF Waterways Limited ("the Company") for the financial year ended on 31<sup>st</sup> March, 2015 according to the provisions of

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **Not Applicable**
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992; **Not Applicable**

Pankaj Kantha





- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **Not Applicable**
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **Not Applicable**
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not Applicable**
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **Not Applicable**
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and **Not Applicable**
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **Not Applicable**
- (vi) Other laws as applicable to the company as enclosed in **Annexure - 1**.

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

We further report that:

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

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

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes. However it was informed that all the decisions were carried out unanimously by the Board Members.

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





We further report that during the audit period, the company has shifted its registered office from NCT OF Delhi to State of Uttar Pradesh.

**For PANKAJ KANTHA & CO.**  
**COMPANY SECRETARIES**

**Place: New Delhi**  
**Date: April 24, 2015**



**PANKAJ KANTHA**  
**PROPRIETOR**  
**ACS No. A19829**  
**C P No.: 7111**





**ANNEXURE – 1**

**OTHER LAWS APPLICABLE TO COMPANY**

1. The Merchant Shipping Act, 1983
2. The Marine Insurance Act, 1963
3. The Indian Carriage of Goods by Sea Act, 1925
4. The Multimodal Transportation of Goods Act, 1993
5. The Indian Vessels Act, 1917
6. The Indian Ports Act, 1908
7. Inland Waterways Authority of India Act, 1985
8. The Water (Prevention and Control of Pollution) Act, 1974
9. The Carriage of Goods Act
10. The Indian Registration of Ships Act, 1841 (as amended in 1950).
11. The Registration of Multimodal Transport Operators Rule, 1992
12. The Payment of Bonus Act, 1965
13. The Payment of Wages Act, 1936
14. The Contract Labour (Regulation and Abolition) Act, 1979
15. Employees Provident Fund And Misc. Provisions Act, 1952
16. Payment of Gratuity Act, 1972
17. Shops and Establishment Act, 1954
18. Workmen's compensation Act, 1923
19. The Income Tax Act, 1961



**DISCLOSURE IN ACCORDANCE WITH THE CLAUSE 5(2) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

Name	Age	Designation	Remuneration Received	Nature of employment whether Contractual or Otherwise	Qualifications and experience of the employee	Date of Commencement of employment	Last employment held by such employee before joining the company	percentage of equity shares held by the employee in the company	whether any such employee is a relative of any director or manager of the company and if so, name of such director or manager
Mr. Rajesh Rammitra Beri	58	Whole-Time Director	Rs. 60.03 Lacs	Permanent	Master Mariner (30 Years)	01.04.2014	ESSAR Ports	Nil	No

**Note:** Remuneration includes salary, allowances, Co's contribution to the Provident Fund, Superannuation, Gratuity Funds and value of other perquisites on the basis of the Income Tax Act, 1961.

On behalf of the Board of Directors  
JITF Waterways Limited



.....  
Rajesh Rammitra Beri  
Whole-Time Director  
(DIN No: 05113158)  
Address: Noor Cooperative  
Society, Vashi Taluka  
Thane, Mumbai, 400001,  
Maharashtra

.....  
Alok Kumar  
Director  
(DIN No: 00930344)  
Address: B-49, Kiran  
Garden, New Delhi-  
110059

## **INDEPENDENT AUDITORS' REPORT**

To  
**The Members of JTF WATERWAYS LIMITED**

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

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

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

The Company's Board of Directors is responsible for the matters 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.

### **Auditors' 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, 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 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 31 March 2015 and its loss and its cash flows for the year ended on that date

#### **Emphasis of Matter**

We draw attention to the following matters in the Notes to the financial statements:

- {a} Note no. 7(i) and 7(ii) regarding investment and loan and advances to wholly owned subsidiary as good for recovery, for the reason stated in said note, and no provision for diminution in value is necessary in the opinion of the management.

#### **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 the 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 sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

{b} In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

{c} The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;

{d} In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

{e} On the basis of the written representations received from the directors as on 31st March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.

{f} With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i. The Company does not have any pending litigations as on 31<sup>st</sup> March, 2015.




**N.C. AGGARWAL & CO.**  
**CHARTERED ACCOUNTANTS**

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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 amount payable which is required to be transferred by the company to the Investor Education and Protection Fund

For N C Aggarwal & Co  
Chartered Accountants  
Firm Registration No 003273N

  
C. K. Aggarwal  
Partner  
Membership No. 080622



Date: 6<sup>th</sup> May, 2015  
Place: New Delhi

**ANNEXURE TO INDEPENDENT AUDITORS' REPORT**


(Annexure referred to in our report of even date to the members of **JITF WATERWAYS LIMITED** on the accounts for the year ended 31<sup>st</sup> March, 2015)

1. (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.  
  
(b) A major portion of the fixed assets has been physically verified by the Management in accordance with a phased programme of verification once in two years adopted by the company. In our opinion, the frequency of the verification is reasonable having regard to the size of the company and the nature of its assets. To the best of our knowledge, no material discrepancies have been noticed on such verification.
2. (a) As explained to us, the management during the year has physically verified inventories. In our opinion, the frequency of verification is reasonable.  
  
(b) According to the information and explanation given to us, the procedures of physical verification of stock followed by the management are reasonable and adequate in relation to the size of the Company and the nature of the business.  
  
(c) On the basis of our examination of the inventory records, in our opinion, the Company is maintaining proper records of the inventories. As explained to us, there was no material discrepancies noticed on physical verification of inventories as compared to the book records.
3. The Company has granted demand loans to its wholly owned subsidiary covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act').  
  
(b) As the aforesaid loans is repayable on demand and therefore, the question of irregularity of payment does not arise. As the subsidiary company has accumulated losses and therefore, as a matter of prudence, no interest is charged.  
  
(c) The aforesaid loans are repayable on demand and therefore, the question of overdue amount does not arise.
4. In our opinion and according to information and explanations given to us, having regard to the explanation that some of the items purchased are of special nature and suitable alternative sources do not exist for obtaining comparable quotations, there are adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchases of inventories, fixed assets and with regard to the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal controls.
5. According to the information given to us, the Company has not accepted any deposits from the public in accordance with the provisions of section 73 to 76 of the Act and rules framed there under.
6. To the best of our knowledge and as explained, the maintenance of cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 is 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 records of the Company, undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues wherever applicable to the company have been regularly deposited with the appropriate authorities and there are no undisputed dues outstanding as at 31<sup>st</sup> March, 2015 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, there are no material dues in respect of income-tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise and value added tax which have not been deposited with the appropriate authorities on account of any dispute.
- (c) There is no amount payable towards investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made thereunder. Hence clause 3(vii) (c) of the Companies (Auditor's Report) Order, 2015 is not applicable to the company.
8. The Company's accumulated losses at the year end, i.e. as at March 31, 2015 is not more than fifty per cent of its net worth. The Company has incurred cash loss in current financial year and in the immediately preceding financial year.
9. Based on our audit procedures and as per the information and explanations given by the management, we are of the opinion that the company has not defaulted in repayment of dues to banks. The company has no dues to financial institutions and debenture holders.
10. According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.
11. According to the information and explanation furnished to us, the term loan taken from bank have been applied for the purpose for which they were received, other than temporary deployment pending application.
12. During the course of our examination of the books and records of the Company, and according to the information and explanations given to us by the management, we report that no fraud on or by the Company has been noticed or reported during the course of our audit.

For N.C. Aggarwal & Co.  
Chartered Accountants  
Firm Registration No. 003273N

  
G. K. Aggarwal  
Partner  
Membership No. 086624  
Date: 6<sup>th</sup> May, 2015  
Place: New Delhi



**JITF WATERWAYS LIMITED.****Balance Sheet as at 31st March, 2015**

CIN No. U35122UP2007PLC069366

(Amount in Rs.)

Particulars	Note No.	As at 31st March 2015	As at 31st March 2014
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholders' Funds</b>			
(a) Share Capital	1	2,04,47,91,560	1,22,41,33,330
(b) Reserves and Surplus	3	1,72,09,01,851	30,82,18,174
(2) Share Application money pending allotment	8		1,34,35,00,010
<b>(3) Non-Current Liabilities</b>			
(a) Long-term borrowings	4	2,19,47,35,060	1,27,15,80,562
(b) Long-term provisions	5	7,41,527	6,62,548
<b>(4) Current Liabilities</b>			
(a) Short-term borrowings	6	14,94,57,514	2,76,21,555
(b) Trade payables	7	32,74,54,475	28,88,38,538
(c) Other current liabilities	8	47,41,05,313	8,56,36,434
(d) Short-term provisions	9	64,687	53,292
<b>Total Equity and Liabilities</b>		<b>6,91,22,96,097</b>	<b>5,73,00,32,546</b>
<b>II. Assets</b>			
<b>(1) Non-current assets</b>			
(a) Fixed assets	10		
(i) Tangible assets		1,88,62,12,202	1,86,55,14,893
(ii) Intangible assets		9,30,991	24,88,027
(b) Non-current investments	11	56,10,48,199	56,10,48,199
(c) Deferred tax assets (net)	12	1,10,43,32,130	78,49,34,933
(d) Long Term Loans and advances	13	95,72,53,604	73,63,60,351
<b>(2) Current assets</b>			
(a) Current investments	14		5,45,87,589
(b) Inventories	15	6,31,64,150	7,29,18,103
(c) Trade receivables	16	75,83,04,314	92,91,76,466
(d) Cash and Bank balances	17	11,74,10,674	13,90,64,829
(e) Short-term loans and advances	18	76,05,85,054	47,09,12,193
(f) Other current assets	19	90,34,379	1,21,96,394
<b>Total Assets</b>		<b>6,91,22,96,097</b>	<b>5,73,00,32,546</b>

Significant accounting policies and notes to the financial statements

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In terms of our report of even date enclosed hereto:

For M.C. AGGARWAL & CO.  
Chartered Accountants  
Firm Registration No. 00227394

G. K. AGGARWAL  
Partner  
M.No.088623



Place: New Delhi  
Dated: 6th May, 2015

For and on behalf of the Board of Directors of  
JITF Waterways Limited

Rajesh Ramnindra Beri  
Whole Time Director  
DIN No.05113158

Chief Financial Officer

Alok Kumar  
Director  
DIN No.04882848

Company Secretary  
A-25008

**JITF WATERWAYS LIMITED****Statement of Profit and Loss for the year ended 31st March, 2015**

Particulars	Note No.	For the Year ended 31st March, 2015	For the Year ended 31st March, 2014
(I) <b>Revenue from operations</b>			
Revenue from operations	20	38,45,19,005	1,14,87,60,413
(II) Other income	21	2,56,63,324	88,09,218
(III) <b>Total Revenue (I+II)</b>		<b>41,01,82,329</b>	<b>1,15,75,69,631</b>
(IV) <b>Expenses:</b>			
Operational Expenses	22	49,64,31,108	1,03,79,72,787
Employee benefit expenses	23	2,21,92,973	2,25,80,755
Finance costs	24	33,71,97,992	20,51,24,508
Depreciation and amortization	10	12,44,06,518	12,19,81,476
Other expenses	25	2,13,43,775	1,15,34,995
<b>Total Expenses</b>		<b>1,00,15,72,366</b>	<b>1,39,91,94,521</b>
(V) Profit before exceptional item and tax (III-IV)		(59,13,90,037)	(24,16,24,890)
(VI) Exceptional Items (refer note no.9 of notes to accounts)		(4,71,63,346)	(5,70,62,577)
(VII) Profit after exceptional item and tax (V - VI)		(54,42,26,691)	(18,45,62,313)
(VIII) Profit/(Loss) before tax (VI - VII)		(54,42,26,691)	(18,45,62,313)
(IX) Tax expense:			
(1) Current tax			
(2) Deferred tax		(31,89,54,076)	12,68,97,684
(X) Profit/(Loss) for the year after tax (VIII-IX)		<b>(22,52,72,615)</b>	<b>(31,14,59,997)</b>
(XI) Earnings per equity share of Face value of Rs.10/- each			
(1) Basic		(1.67)	(2.54)
(2) Diluted		(1.67)	(2.54)

*Significant accounting policies and notes to the financial statements*

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In terms of our report of even date annexed hereto

For N.C. AGGARWAL & CO.  
Chartered Accountants  
Firm Registration No. 003273N

G.K. AGGARWAL  
Partner  
M.No.086622



Place: New Delhi  
Dated: 6th May, 2015

For and on behalf of the Board of Directors of  
JITF Waterways Limited

Rajesh Rammitra Beri  
Whole Time Director  
DIN No.05113158

Anay Kumar  
Chief Financial Officer

Alok Kumar  
Director  
DIN No.00930344

Megha Gupta  
Company Secretary  
A-25008

**JITF Waterways Limited**

**Cash Flow Statement for the year ended March 31, 2015**

(Amount in Rs.)

	For the year ended 31st March, 2015	For the year ended 31st March, 2014
<b>A. CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net Profit/(Loss) before income tax and extraordinary item	(54,42,28,080)	(24,16,24,890)
Adjustment for:		
Depreciation	11,44,08,318	12,19,81,876
Loss on sale of assets		15,958
Unrealised Foreign Exchange Fluctuation	8,94,78,248	5,70,62,577
Income Income	(1,21,41,423)	(87,47,434)
Bad-Debts written off	18,11,620	
Dividend Income	11,16,97,617	
Interest and Finance charges	43,71,97,992	20,51,24,508
Operating profit before working capital change	(8,38,79,363)	13,38,18,197
Adjustment for:		
Trade Receivables	14,24,88,760	34,95,53,216
Inventories	97,51,955	1,55,71,860
Loans and advances and other assets	(30,11,67,692)	(36,21,11,185)
Trade and other Payables	26,59,18,942	(44,44,67,505)
Cash earned from operations	16,81,01,607	(28,76,35,417)
Direct taxes (paid)/refund	93,01,127	(1,10,09,685)
Net cash earned from/ (used in) operating activities	17,74,02,734	(29,86,45,102)
<b>B. CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Interest received	1,84,03,236	8,53,040
Dividend received	1,18,97,627	
Purchase of fixed assets	(7,13,86,89,881)	(7,13,84,67,972)
Advancement to Loans and Advances	11,44,41,088	
Sale of Mutual Funds	5,35,87,349	2,04,24,150
Sale of Fixed Assets		4,000
Net cash earned from/ (used in) investing activities	(94,26,40,381)	(9,71,86,781)
<b>C. CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Proceeds from issue of Shares	1,46,18,80,680	
Proceeds/ (Repayment) Share Application Money	(1,54,35,00,010)	67,65,00,000
Proceeds/(Repayment) of Term loan	1,10,46,84,845	
Proceeds/(Repayment) of working capital loan	12,14,31,959	19,10,62,020
Interest paid	(13,71,97,992)	(20,51,24,508)
Net cash from/(used in) financing activities	80,77,88,492	42,02,33,492
<b>Net increase in cash and cash equivalents</b>	<b>(2,25,54,155)</b>	<b>2,44,81,639</b>
Cash and cash equivalents (opening balance)	11,99,84,829	11,54,83,190
Cash and cash equivalents (closing balance)	11,74,10,674	13,99,64,829
	(2,25,54,155)	2,44,81,639

**Note**

1. Cash and cash equivalents (opening balance) includes other Bank Balance of Rs. 105,905,888/- and Previous Year Rs. 89,78,7,405/-

2. Profit/loss for figures have been regrouped wherever / considered necessary.

As per our report of even date  
For M. C. Aggarwal & Co  
Chartered Accountants  
Firm Registration No: 0032/P/94

G.K. Aggarwal  
Partner  
Membership No. 088623



Place: New Delhi  
Date: 8th May 2015

For and on behalf of the Board of Directors of  
JITF Waterways Limited

Rajesh Rammitra Beri  
Whole Time Director  
DIN No. 05113158

Mohit Kumar  
Director  
DIN No. 00190544

Sanjay Kumar  
Chief Financial Officer

Meetha Gupta  
Company Secretary  
A. 35008

**JITF WATERWAYS LIMITED****Notes forming part of Balance sheet and Statement of Profit and Loss**

(Amount in Rs.)

DESCRIPTION	As at	
	31st March 2015	31st March 2014
<b>1 SHARE CAPITAL</b>		
<b>(a) AUTHORISED SHARE CAPITAL</b>		
21,00,00,000 (Previous year 16,00,00,000) Equity Shares of 10/- each	2,10,00,00,000	1,60,00,00,000
<b>(b) Issued, Subscribed and Fully Paid-Up</b>		
20,44,79,356 (Previous year 12,24,13,333) Equity Shares of 10/- each fully paid-up	2,04,47,93,560	1,22,41,33,330
<b>(c) RECONCILIATION OF THE NUMBER OF SHARES OUTSTANDING AT THE BEGINNING AND AT THE END OF THE YEAR</b>		
Shares outstanding at the beginning of the year	12,24,13,333	12,24,13,333
Shares issued during the year	8,20,66,023	-
Shares outstanding at the end of the year	<b>20,44,79,356</b>	<b>12,24,13,333</b>
<b>(d) SHARE OF THE COMPANY HELD BY :-</b>		
Its Holding Company-Jindal Saw Limited		
No. of Shares Held	20,44,79,356	12,24,13,333
<b>(e) SHARES IN THE COMPANY HELD BY EACH SHAREHOLDER HOLDING MORE THAN 5% SHARES ARE AS UNDER:</b>		
<b>Name of the Equity Shareholder</b>		
Jindal Saw Limited*		
No. of Shares Held	20,44,79,356	12,24,13,333
% of Holding	100%	100%
* Including 700 Shares (Previous year 700 shares) held by Person/Companies as nominee of Jindal ITF Limited.		
<b>(f) Aggregate number of bonus shares issued, shares issued or consideration other than cash and bought back shares during the period of five years immediately preceding the reporting date:</b>	Nil	Nil
<b>(g) Terms/Rights attached to Equity Shares</b>		
The Company has only one class of equity shares having a par value of Rs.10/- per equity share. Each equity shareholder is entitled to one vote per share.		
<b>2 RESERVES AND SURPLUS</b>		
<b>(a) Securities Premium Reserve</b>		
As per last financial statements	2,44,72,66,660	2,44,72,66,660
Add: Received during the year	1,64,13,20,460	-
Closing Balance	<b>4,08,85,87,120</b>	<b>2,44,72,66,660</b>
<b>(b) PROFIT AND LOSS ACCOUNT</b>		
Profit/(Loss) Brought Forward	(2,13,90,48,386)	(1,82,75,88,389)
Add:-Profit/(Loss) after tax for the year	(22,52,72,615)	(31,14,59,997)
Adjustment of Depreciation as per Revised Companies Act, 2013 where useful life of asset is Nil	(13,03,680)	-
Deferred Tax asset on above	4,43,121	-
Less: Previous Year Tax Adjustment	25,03,700	-
Closing Balance	<b>(2,36,76,85,259)</b>	<b>(2,13,90,48,386)</b>
<b>Total Reserves and Surplus (a+b)</b>	<b>1,72,09,01,861</b>	<b>30,82,18,274</b>



**ITF WATERWAYS LIMITED****Notes forming part of Balance sheet and Statement of Profit and Loss**

DESCRIPTION	(Amount in Rs.)	
	As at 31st March 2015	As at 31st March 2014
3. EQUITY SHARE APPLICATION MONEY PENDING ALLOTMENT		1,54,35,00,010
<b>4. LONG-TERM BORROWINGS</b>		
<b>SECURED LONG TERM BORROWINGS</b>		
Term loan From Banks*	2,19,47,35,060	1,27,15,80,562
<b>Total Long Term Borrowings</b>	<b>2,19,47,35,060</b>	<b>1,27,15,80,562</b>
*Term Loan from ICICI Bank of Rs. 244.51 crores carried interest @ 13.50% p.a. to 14.50% p.a. Loan is repayable as follows: FY 2015-16 Rs. 25.04 crores, FY 2016-17 Rs. 21.10 crores each year, FY 2017-18 Rs. 46.56 crores, FY 2018-19 Rs. 50.05 crores, FY 2019-2020 Rs. 61.12 crore and FY 2020-2021 Rs. 36.64 crore.		
Term Loans are secured against mortgage of Vessels by first charge in favour of Banks. Term Loans are also guaranteed by way of pledge of 30% equity of the company and also supported by letter of undertaking/corporate guarantee of ultimate holding company. Loan is also secured by Corporate Guarantee of Andhra ITF Limited. Term loan of Rs. 123 crores is also secured by second part passu charge over the receivables belonging to the Borrower.		
<b>5. LONG-TERM PROVISIONS</b>		
Provision for Lease Encashment	7,42,627	6,62,548
<b>Total Long term Provisions</b>	<b>7,42,627</b>	<b>6,62,548</b>
<b>6. SHORT-TERM BORROWINGS</b>		
(a) Loan repayable on Demand		
Secured		
Working Capital borrowings from banks*	9,37,54,290	2,76,21,555
<b>Secured Short term borrowings</b>	<b>9,37,54,290</b>	<b>2,76,21,555</b>
*Working Capital Facility is secured by way of hypothecation and/or pledge of current assets namely finished goods, raw material, work in progress, consumable stores and spares, tool depts, bill receipts and by way of second charge in respect of other moveable and immovable properties of the Company. Working Capital Facility is repayable on demand.		
(b) Loans and advances from related parties		
Unsecured		
Andhra ITF Ltd.	5,57,03,224	-
<b>Unsecured Short term borrowings</b>	<b>5,57,03,224</b>	<b>-</b>
<b>Total Short Term Borrowings</b>	<b>14,94,57,514</b>	<b>2,76,21,555</b>



**ITF WATERWAYS LIMITED****Notes forming part of Balance sheet and Statement of Profit and Loss**

(Amount in Rs.)

DESCRIPTION		
	As at 31st March 2015	As at 31st March 2014
<b>7 TRADE PAYABLES</b>		
Dues to other than Micro and Small enterprises	32,74,94,475	26,86,26,537
<b>Total Trade Payables</b>	<b>32,74,94,475</b>	<b>26,86,26,537</b>
*There are no Micro and Small Enterprises, to whom the Company owes dues as at 31st March, 2015. This information as Required to be disclosed under the Micro, Small and Medium Enterprises Development Act 2006 has been Determined to the extent such Parties have been Identified on the basis of information available with the Company		
<b>8 OTHER CURRENT LIABILITIES</b>		
Current maturity of Long Term Debt	75,04,00,000	8,88,89,653
Advance From Customer		17,49,277
Payable to related party		
Jindal ITF Limited	16,85,916	-
Dues to Employees	17,94,694	21,70,697
Other payable		
Statutory Dues	1,47,14,913	1,01,42,261
Other liabilities	20,55,26,831	26,84,548
<b>Total Other Current Liabilities</b>	<b>47,41,06,313</b>	<b>8,56,36,436</b>
<b>9 SHORT TERM PROVISIONS</b>		
For Employee Benefits		
Leave Encashment	64,687	53,293
<b>Total Short Term Provisions</b>	<b>64,687</b>	<b>53,293</b>



**ITE WATERWAYS LIMITED**

**Notes forming part of Balance sheet and Statement of Profit and Loss**

**Note-10**

**FIXED ASSETS**

Fixed Assets	Gross Block			Accumulated Depreciation			Net Block	
	Balance as at 1st April 2014	Additions	Depletion	Balance as at 31st March 2015	Balance as at 1st April 2014	Depreciation charge for the year	Balance as at 31st March 2015	Balance as at 31st March 2015
(a) Tangible Assets								
Leasehold Improvements	7,86,807			7,86,807	7,86,807		7,86,807	
Vehicle	4,22,81,92,601	1,12,23,74,985		2,15,00,67,488	47,42,29,887	10,41,85,044	57,84,34,751	1,75,29,62,816
Boat	5,72,02,886			4,72,02,886	93,74,557	14,27,389	1,62,00,480	3,79,28,300
Construction	11,93,32,184			21,93,52,364	5,95,84,094	1,55,34,277	6,46,38,371	17,02,68,070
Computer	15,97,791	42,000		26,39,791	15,83,157	3,08,017	1,48,817	4,34,638
Office Equipments	15,87,837	62,875		26,39,802	5,84,505	17,28,815	24,11,318	14,80,522
Furniture and Fixtures	12,93,277			17,93,777	5,64,317	1,65,042	6,71,358	7,87,480
Vehicle	5,67,884			5,67,884	3,74,732	74,441	2,48,343	3,73,181
Plant & Machinery-I		2,64,10,921		1,64,10,920		5,43,549	5,41,548	
<b>Total</b>	<b>2,50,25,89,334</b>	<b>1,13,88,89,881</b>		<b>3,64,14,79,218</b>	<b>13,70,25,942</b>	<b>37,81,77,571</b>	<b>68,13,98,517</b>	<b>1,96,55,16,892</b>
(b) Intangible Assets								
Computer Software	68,34,254			68,34,254	43,65,637	15,37,427	93,01,763	9,30,993
<b>Total</b>	<b>88,34,254</b>			<b>68,34,254</b>	<b>43,65,637</b>	<b>15,37,427</b>	<b>93,01,763</b>	<b>24,68,817</b>
<b>Grand Total</b>	<b>2,59,07,75,892</b>	<b>1,13,88,89,881</b>		<b>3,64,82,84,972</b>	<b>14,13,91,583</b>	<b>32,57,20,338</b>	<b>69,71,80,780</b>	<b>1,96,79,63,509</b>
Provisional Total	2,39,09,29,621	11,84,67,972	22,300	2,50,93,75,892	11,96,12,448	32,19,87,477	6,441	54,33,91,583

**Note:**

Depreciation during the year includes Rs. 1,303,820/- as per Schedule of the Companies Act, 2013 where remaining cost of the assets is Nil, the effect of which has been adjusted against balance of retained earnings.



**JITF WATERWAYS LIMITED**

**Notes forming part of Balance sheet and Statement of Profit and Loss**

**Note 11**

**NON CURRENT INVESTMENTS**

Sr. No.	DETAILS OF INVESTMENTS	As at 31st March 2015		As at 31st March 2014		
		Nos.	Face Value (Rs.)	Amount (Rs.)	Nos	Face Value (Rs.)
	Non-Current Investments					
	Equity Shares Fully Paid Up of Subsidiary Company - Unquoted					
	JITF Shipping and Logistics (Singapore) Pte Ltd	1,09,04,001	1 US \$	56,10,48,199	1,09,04,001	1 US \$
	Total			56,10,48,199		56,10,48,199



**JITF WATERWAYS LIMITED****Notes forming part of Balance sheet and Statement of Profit and Loss**

[Amount in Rs.]

DESCRIPTION		
	As at 31st March 2015	As at 31st March 2014
<b>12 DEFERRED TAX ASSET (NET)</b>		
(a) Deferred Tax Liability		
Difference on account of Book and Tax Depreciation	39,97,56,184	13,18,74,548
Total Deferred Tax liabilities	<u>39,97,56,184</u>	<u>13,18,74,548</u>
(b) Deferred Tax Assets		
Carried Forward losses	1,50,40,88,314	1,01,65,87,952
Disallowance under Income Tax Act, 1961	-	2,71,5,29
Total Deferred Tax assets	<u>1,50,40,88,314</u>	<u>1,01,68,59,481</u>
Total Deferred tax assets (net)	<u>1,10,43,32,130</u>	<u>78,49,84,933</u>
Deferred tax assets provided during the year in statement of Profit and Loss	31,88,54,076	(12,68,97,684)
Deferred tax assets on impairment of depreciation where remaining useful life is nil	4,43,170,871	-
	<u>31,93,97,197</u>	<u>(12,68,97,684)</u>
<b>13 LONG TERM LOANS AND ADVANCES</b>		
Capital advance	1,93,85,502	1,93,85,502
Security Deposit	67,30,143	82,43,902
Loan and advance to related party JITF Shipping and Logistics(Singapore) Pte. Ltd	53,11,38,159	70,86,70,947
Total Long Term loans and advances	<u>55,72,53,804</u>	<u>73,43,00,351</u>



**JITF WATERWAYS LIMITED****Notes forming part of Balance sheet and Statement of Profit and Loss****Note 14****CURRENT INVESTMENTS**

S.No	DETAILS OF INVESTMENTS	As at 31st March 2015			As at 31st March 2014		
		Nos.	Face Value (Rs.)	Amount (Rs.)	Nos.	Face Value (Rs.)	Amount (Rs.)
	<b>Current Investments</b>						
	( At Cost Less Provision )						
	<b>Mutual Funds</b>						
	Reliance Liquidity Fund - Growth Option	-	-	-	33,002.15	1,623.76	5,35,87,569
	<b>Aggregate value of current investments</b>						<u>5,35,87,569</u>
	<b>Market value of current investment</b>						<u>6,37,63,280</u>



**ITF WATERWAYS LIMITED**
**Notes forming part of Balance sheet and Statement of Profit and Loss**

[Amount in Rs.]

DESCRIPTION	[Amount in Rs.]	
	As at 31st March 2015	As at 31st March 2014
<b>15 INVENTORIES</b>		
Stores and spares	2,36,64,385	2,07,10,595
Fuel and Lubricants	3,94,99,764	5,12,07,508
<b>Total Inventories</b>	<b>6,31,64,149</b>	<b>7,29,18,103</b>
<b>16 TRADE RECEIVABLES</b>		
<b>Outstanding More than Six Months</b>		
Unsecured, Considered good	67,54,54,636	89,67,13,452
<b>Outstanding Less than Six Months</b>		
Unsecured, Considered good	8,28,49,678	53,24,67,014
<b>Total Trade Receivables</b>	<b>75,83,04,314</b>	<b>92,91,76,466</b>
<b>17 CASH &amp; BANK BALANCES</b>		
<b>(a) Cash And Cash Equivalents</b>		
Cash-in-hand	21,882	1,54,512
Balances with Banks		
In current accounts	75,82,924	5,07,07,392
Fixed deposit with original maturity less than three months	-	1,93,15,720
<b>(b) Other Bank Balances</b>		
Fixed Deposits with original maturity more than three months but less than twelve months*	10,98,05,868	6,94,60,022
Fixed Deposits with original maturity more than twelve months*	-	3,27,383
<b>Total Cash and Bank balances(a-b)</b>	<b>11,74,10,674</b>	<b>13,99,64,829</b>
*Pledged with bank as margin for bank guarantee		
<b>18 SHORT-TERM LOANS AND ADVANCES</b>		
<b>(a) Loans and advances to related party</b>		
Indgi ITF Limited	-	9,89,41,347
ITF Shipping and Logistics (Singapore) Pte. Limited	-	1,75,17,646
<b>Sub Total- Loan and Advances to Related Parties</b>		<b>11,64,58,993</b>
<b>(b) Advance Recoverable in cash or in kind*</b>		
Unsecured, considered good	18,50,40,434	19,85,10,824
	<b>18,50,40,434</b>	<b>19,85,10,824</b>
<b>(c) Other Loans and Advances</b>		
Unsecured, considered good		
Advance taxation (net of provision)	6,04,35,178	1,21,40,106
Advances to vendors	51,45,51,977	4,48,17,171
Loans to Employees	5,57,170	-
<b>Sub Total-Other Loan and Advances</b>	<b>17,55,44,325</b>	<b>15,69,57,277</b>
<b>Total Short Term Loans and Advances</b>	<b>76,05,85,014</b>	<b>87,09,22,191</b>
*Includes Insurance claim receivable, service tax receivable and advances, etc.		
<b>19 OTHER CURRENT ASSETS</b>		
Interest Accrued on Fixed Deposits	90,34,579	1,31,96,194
<b>Total Other Current Assets</b>	<b>90,34,579</b>	<b>1,31,96,194</b>



**JITF WATERWAYS LIMITED****Notes forming part of Balance sheet and Statement of Profit and Loss**

DESCRIPTION	(Amount in Rs.)	
	For the Year ended 31st March,2015	For the Year ended 31st March,2014
<b>20 GROSS REVENUE FROM OPERATIONS</b>		
Sale of Services		
Cargo Freight Revenue	34,01,27,652	1,07,68,69,386
Charter Hire Revenue	1,67,48,086	5,41,64,282
Container Hire Charges	1,10,47,262	1,17,96,750
Ground rent recovery	13,52,535	46,74,148
Other Receipt	1,52,43,470	12,55,847
<b>Total Revenue from Operations</b>	<b>38,45,19,005</b>	<b>1,14,87,60,413</b>
<b>21 OTHER INCOME</b>		
Interest income		
on Fixed Deposit	1,00,38,431	87,41,433
on Income Tax Refund	21,02,992	-
Dividend Income on current investments	1,18,97,627	-
Other Non Operating Income	16,24,274	6,113
Provision no longer required written back	-	61,672
<b>Total Other Income</b>	<b>2,56,63,324</b>	<b>88,09,218</b>
<b>22 OPERATIONAL EXPENSES</b>		
Fuel Consumption	15,12,25,864	18,76,23,514
Ship Management Expenses	10,01,91,505	11,40,43,140
Vessel and Containers Related Port Charges	10,63,02,272	15,64,87,339
Insurance	1,91,72,776	2,28,84,551
Commission to Cargo/Vessels Agents	21,84,251	26,49,496
Transportation Charges	21,07,032	2,99,72,853
Vessel Hire Charges	1,57,27,430	42,59,44,180
Hire Charges including containers	2,78,08,363	3,73,22,635
Repair and Maintenance	7,17,11,615	6,10,45,080
<b>Total Operational Expenses</b>	<b>49,64,31,108</b>	<b>1,03,79,72,787</b>
<b>23 EMPLOYEE BENEFIT EXPENSES</b>		
Salaries and Wages	2,09,22,056	2,16,86,102
Contribution to provident and other funds	12,41,327	8,75,082
Staff Welfare Expenses	29,590	19,571
<b>Total Employee Benefit Expenses</b>	<b>2,21,92,973</b>	<b>2,25,80,755</b>



**JITF WATERWAYS LIMITED****Notes forming part of Balance sheet and Statement of Profit and Loss**

DESCRIPTION	(Amount in Rs.)	
	For the Year ended 31st March, 2015	For the Year ended 31st March, 2014
<b>24 FINANCE COST</b>		
Interest Expenses		
On Term loans	30,81,32,051	17,65,28,498
On Bank borrowings	94,45,648	80,12,756
Bank and Finance charges	1,96,20,293	1,05,83,254
<b>Total Finance Cost</b>	<b>33,71,97,992</b>	<b>20,51,24,508</b>
<b>25 OTHER EXPENSES</b>		
Rent	5,40,000	-
Rates and Taxes	32,57,382	38,29,274
Insurance	6,10,064	-
Other repair and maintenance	-	1,99,444
Travelling and Conveyance	19,12,262	33,04,698
Vehicle upkeep and maintenance expenses	2,42,629	-
Postage, Telegrams and Telephones	3,16,052	-
Legal and professional fees and expenses	47,60,697	24,78,385
Auditors' Remuneration		
As audit Fees	2,25,000	1,70,000
As Tax audit Fees	75,000	70,000
Commission on Sales	25,538	-
Advertisement	10,618	-
Other Selling Expenses	4,492	-
Bad Debts written off	29,11,620	-
Loss on Sale of Fixed Assets	-	15,959
Miscellaneous Expenses	64,52,411	14,67,236
<b>Total Other Expenses</b>	<b>2,11,43,775</b>	<b>1,15,34,895</b>



**JITF WATERWAYS LIMITED**  
**SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO FINANCIAL STATEMENTS**  
**NOTE:26**

**1. Nature of Operations**

JITF Waterways Limited is a Company incorporated on 24<sup>th</sup> January, 2007 with the main object to carry on the business to establish, build, maintain, operate barrages, jetties, ports, terminals, canals, water ways, for transportation by water, cargo goods, material, passengers, shipping for the purpose of establishing and providing of necessary infrastructure / support /logistics on its own or otherwise in and outside India.

**2. Statement of Significant Accounting Policies**

**(a) Basis of preparation**

These financial statements have been prepared to comply with the Generally Accepted Accounting Principles in India (Indian GAAP), including the accounting standards notified under the relevant provisions of the companies Act, 2013. The financial statements have been prepared on accrual basis and under the historical cost convention.

**(b) Revenue Recognition**

Freight and demurrage earnings are recognized on completed voyage basis/ upon loading of the Vessel depending upon the risk and rewards transferred. Time Charter earnings are recognized on accrual basis except where the charter party agreements have not been renewed/ finalized, in which case it is recognized on provisional basis.

**(c) Fixed Assets**

**(i) Valuation of Fixed Assets**

a) Tangible Fixed assets are stated at cost less accumulated depreciation. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use.

Borrowing costs that are directly attributable to the acquisition / construction of the qualifying assets are capitalized as a part of the respective assets, up to the date of acquisition/ completion of construction.

b) Software which is not an integral part of related hardware is classified as an Intangible asset and is stated at cost.

**(ii) Depreciation**

Depreciation on all Fixed Assets of the Company is provided on Straight Line Method at the rates specified in Schedule II to the Companies Act, 2013, as amended up to date or at the rates calculated to write off 95% of the value of the assets over the remaining useful life of the assets, as determined by the management.

**(iii) Expenditure during construction period for new projects /expansion cum modernization projects**

Expenditures which are directly attributable to identified assets and incurred during the construction period are included under capital work-in-progress, till the completion of the project. Expenditures which are not directly attributable to an identified asset forming part of a project, including interest on borrowed funds, are carried to pre-operative expenses, till the completion of the project. On completion of the project, capital work in progress along with pre-operative expenses is carried to respective fixed assets.

**(d) Impairment of Assets**

An asset is treated as impaired when the carrying cost of asset exceeds its recoverable value. An impairment loss is charged to the profits and loss account in the year in which an asset is identified as impaired. The impairment loss is recognized in prior accounting period is reversed if there has been a change in the estimation of recoverable amount.

**(e) Inventory Valuation**

Inventories of fuel oil and stores and spares are carried at cost or net realisable value whichever is lower. Cost is determined on first in first out basis.

**(f) Foreign Exchange Transaction**

Foreign currency transactions are recorded at the exchange rate prevailing at the date of transaction. Monetary foreign currency assets and liabilities are translated at the year end exchange rates. All exchange differences are dealt with in the Profit & Loss Account. In case of forward foreign exchange contracts, exchange difference are dealt within the Profit and Loss Account over the life of the contract. Non monetary foreign currency items are carried at historic costs. Gain or loss on reinstatement on the forward exchange transaction or on cancellation of forward exchange contracts, if any, is reflected in the Profit and Loss Account or capitalized till the date of installation of such fixed asset.



**JITF WATERWAYS LIMITED**  
**SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO FINANCIAL STATEMENTS**  
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(g) **Investments**

Long-term investments are stated at cost which inter-alia includes brokerage, commission, stamp duty etc. When there is a decline in their value except temporary decline, the carrying amount is reduced on an individual investment basis and decline is charged in the Profit and Loss account. Appropriate adjustment is made in carrying cost of investment in case of subsequent rise in value of investments.

(h) **Earnings Per Share**

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the year. Partly paid equity shares are treated as a fraction of an equity share to the extent that they were entitled to participate in dividends relative to a fully paid equity share during the reporting period.

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

(i) **Provision, Contingent Liabilities and Contingent Assets**

Provision involving substantial degree of estimation in measurement are recognized where there is a present obligation as a result of past event and it is probable that there will be an outflow of resources. Contingent liabilities are not provided for in the accounts but are separately disclosed by way of a note. Contingent assets are neither recognized nor disclosed in the financial statement.

(j) **Retirement Benefits**

- (i) Liabilities in respect of gratuity to the employees are accounted for on actuarial valuation basis as per determined at the year end.
- (ii) Liabilities in respect of accumulated leaves to the credit of employees are accounted for on actuarial valuation basis as per determined at the year end.

(k) **Use of Estimates**

The preparation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting year. Differences between the actual results and the estimates are recognized in the year in which the results are known/materialized.

(l) **Taxation**

- (i) Current tax provision is computed for income calculated after considering allowances and exemptions under the provisions of the applicable Income Tax Laws.
- (ii) Deferred Tax is accounted at the current rate of tax to the extent of temporary timing differences that originate in one year and are capable of reversal in one or more subsequent years.

3 **Contingent liabilities**

Description	(Amount in Rs.)	
	As at 31.03.2015	As at 31.03.2014
Bank Guarantees Outstanding	22,906,350	29,464,320
Corporate Guarantees issued to lenders of subsidiary	Nil	749,492,495
<b>Total</b>	<b>22,906,350</b>	<b>778,956,815</b>

4. The Company has not received any information from suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosures, if any, relating to amounts unpaid as at the yearend together with interest paid/payable as required under the said act have not been given.



## JITF WATERWAYS LIMITED

### SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO FINANCIAL STATEMENTS

#### NOTE:26

5. Appeals in respect of certain assessments are pending and additional tax liability/refunds consequent on decision of the same is not determinable. However, on the basis of the tax return filed and assessment completed, the provision for taxation trade is adequate.
6. Certain balances of Sundry Debtors, Creditors and other advances are subject to confirmation and/or reconciliation. The effect of the same, if any, which are not likely to be material, will be adjusted at the time of confirmation.
- 7(i) The company has unquoted investment in overseas subsidiary company of Rs.561,048,199 where in the said subsidiary company has accumulated losses and the fair value (amount unascertained) is under cost. Considering the long term strategic investment and future prospect and to revive the business of the subsidiary such diminution in the opinion of the management has been considered to be of temporary nature and hence, no provision for the same is considered necessary.
- 7(ii) A sum of Rs.531,138,160 (Previous Year 708,670,947) is outstanding from overseas subsidiary company which has accumulated losses. Having regard to long term involvement and future prospectus and to revive the business of the subsidiary, no provision is considered necessary towards the outstanding loan.
- 7(iii) As a matter of Prudence, no interest is charged on outstanding loan given to overseas subsidiary company.
8. The useful life of the fixed assets has been revised in accordance with Schedule -I) of the Companies Act, 2013 with effect from 1st April, 2014. Hitherto, in the previous year ended 31st March, 2014 the depreciation was charged at the rates prescribed under Schedule-XIV of the Companies Act, 1956. As a result the depreciation charge for the year ended 31st March, 2015 as per Schedule II of the Companies Act,2013 is lower by Rs. 29,237,727/- . Also depreciation of 860,559/- (net of deferred tax of Rs. 443,120/-) where useful life of assets is nil is adjusted against opening balance of retained earnings.
9. Exceptional items represents net loss on reinstatement/settlement of foreign currency monetary items other than long term foreign currency monetary items related to acquisition of depreciable assets.
10. Details of Loan Given /Investment made/Guarantees given to the following company u/s 186(4) of the Companies Act,2013.  
Loans given and Investment made are given under the respective heads



**JITF WATERWAYS LIMITED**  
**SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO FINANCIAL STATEMENTS**  
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**11. Segment Reporting**

**(i) Primary Business Segment**

(Amount in Rs.)

Particulars	Inland waterways	Ocean Waterways	Total
<b>(a) Segment Revenue</b>			
External Turnover	4,139,045	380,379,960	384,519,005
<b>(b) Segment Result before interest, exceptional, extraordinary items and Taxes</b>	(2,368,034)	(251,824,011)	(254,192,045)
Less: Interest Expense			337,197,992
Profit before exceptional, extraordinary items and Taxes			(591,390,037)
Less: Exceptional item			(47,163,346)
Profit before Taxes			(544,226,691)
Less: Current tax			--
Less: Deferred Tax			(318,954,076)
Net Profit/(Loss) after Tax			(225,272,615)
<b>(C) Other Information</b>			
Segment Assets	38,415,395	5,769,548,572	5,807,963,967
Segment Liabilities	33,221,258	3,113,379,418	3,146,600,676
Capital Expenditure	--	1,138,889,881	1,138,889,881
Depreciation	1,627,389	122,779,129	124,406,518

**(ii) Secondary segment (Geographical Segment)**

The Secondary Segment is Geographical. the information of which is as under:-

(Amount in Rs.)

Particulars		With in India	Outside India	Total
Revenue from operation	F.Y 2014-15	372,959,472	11,559,533	384,519,005
	F.Y 2013-14	566,203,388	582,557,025	1,148,760,413
Segment Assets	F.Y 2014-15	5,246,915,767	561,048,199	5,807,963,967
	F.Y 2013-14	2,941,860,906	2,003,236,706	4,945,097,612
Capital Expenditure	F.Y 2014-15	1,138,889,881	-	1,138,889,881
	F.Y 2013-14	118,467,972	-	118,467,972



**JITF WATERWAYS LIMITED**  
**SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO FINANCIAL STATEMENTS**  
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**12. Related Party Transactions (As per AS-18)**

**(a). List of Related Parties & Relationship (As identified by the Management)**

**(i) Holding Company**

Jindal ITF Limited (Direct holding)

Jindal Saw Limited (Indirect holding through Jindal ITF Limited)

**(ii) Subsidiary Company**

JITF Shipping & Logistics (Singapore) Pte. Ltd.

**(iii) Fellow Subsidiary Companies:**

- JITF Water Infrastructure Limited
- JITF Urban Infrastructure Services Limited
- JITF Urban Infrastructure Limited
- JITF Shipyards Limited
- Jindal Rail Infrastructure Limited
- JITF Infralogistics Limited
- Jindal Intellicom Limited
- JITF ESIPL CETP (Sitarganj) Limited (Indirect)
- Timarpur-Okhla Waste Management Company Private Limited (Indirect)
- JITF Water Infra (Naya Raipur) Limited (Indirect)
- JITF Coal Logistics Limited
- JITF Urban Waste Management (Bathinda ) Limited (Indirect)
- JITF Urban Waste Management (Ferozepur ) Limited (Indirect)
- JITF Urban Waste Management (Jalandhar ) Limited (Indirect)
- JITF Industrial Infrastructure Development Company Limited
- IUP Jindal Metals & Alloys Limited (Indirect)
- S.V. Trading Limited (Indirect)
- Jindal Saw USA, LLC (Indirect)
- Jindal Saw Holding FZE (Indirect)
- Jindal Saw Middle East FZC (Indirect)
- Jindal Saw Gulf LLC (Indirect)
- Intellicom Insurance Advisors Limited (Indirect)
- Ralac Holdings Limited (Indirect)
- Jindal Saw Italia S.P.A (Indirect)
- Jindal Fittings Ltd.
- Quality Iron & steel Ltd.
- Green Ray Holdings
- Derwent Sand SARI.(Indirect)
- Universal Tube Accessories Pvt. Limited
- Jindal Saw Espana SL
- Jindal Tubular (India) Ltd. (w.e.f 05<sup>th</sup> of Feb 2015)
- Jindal Tubular U.S.A. LLC (w.e.f 06<sup>th</sup> of May 2015)
- World Transload & Logistics LLC (w.e.f 22<sup>nd</sup> May 2014)
- S101 Boone LLP (w.e.f 22<sup>nd</sup> May 2014)
- Drill Pipe International LLC (w.e.f 22<sup>nd</sup> May 2014)
- Tube Technologies Inc (w.e.f 22<sup>nd</sup> May 2014)
- Helical Anchors Inc.( w.e.f 22<sup>nd</sup> May 2014)
- Boone Real Property Holding LLC.( w.e.f 22<sup>nd</sup> May 2014)

**Joint Venture**

- JWIL-SSIL JV
- SMC-JWIL JV
- JWIL-RANHILL JV
- TAPI-JWIL JV



**JITF WATERWAYS LIMITED**  
**SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO FINANCIAL STATEMENTS**  
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**Key Management Personnel**

1. Capt. Rajesh Ramnitra Beri (Whole Time Director)(w.e.f 9<sup>th</sup> Sept,2014)
2. Capt. Vivek Shrivastava (Business Head upto 30<sup>th</sup> April,2014)
3. Capt. Pankaj Kumar (AVP upto 13<sup>th</sup> September,2013)
4. Pranay Kumar(Chief Financial officer) (w.e.f 1<sup>st</sup> April,2014)
5. Megha Gupta (Company Secretary)(w.e.f 6<sup>th</sup> August,2014)

(b) Transactions (Amount in Rs.)

Description	Holding Company (Jindal ITF Ltd)		Fellow Subsidiary/Subsidiary Company		Total	
	Current Year	Previous year	Current Year	Previous year	Current Year	Previous year
Amount received as share application money: Jindal ITF Limited	8,30,155,685	861,000,000	Nil	Nil	8,30,155,685	861,000,000
Share Application Money Returned Jindal ITF Limited	911,675,000	184,500,000	Nil	Nil	911,675,000	184,500,000
Expenses reimbursed/to be reimbursed Jindal ITF Limited	Nil	211,640	Nil	Nil	Nil	211,640
JITF Shipping &Logistics(Singapore)P rivate Ltd	Nil	Nil	Nil	2,627,718	Nil	2,627,718
Expenses recovered/to be recovered Jindal ITF Limited	Nil	16,647,036	Nil	Nil	Nil	16,647,036
Vessel hire Income : Jindal ITF Limited	15,086,896	4,99,96,131	Nil	Nil	15,086,896	4,99,96,131
Advance Received Jindal ITF Limited	1,612,250,000	Nil	Nil	Nil	1,612,250,000	Nil
Advance refunded: Jindal ITF Limited	1,565,750,000	Nil	Nil	Nil	1,565,750,000	Nil
Interest Paid: Jindal ITF Limited	10,225,805	Nil	Nil	Nil	10,225,805	Nil



**JTF WATERWAYS LIMITED**
**SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO FINANCIAL STATEMENTS**
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Description	Holding Company (Jindal ITF Ltd.)		Fellow Subsidiary/Subsidiary Company		Total	
<b>Loan given</b>						
JTF Shipping &Logistics(Singapore)Pte. Ltd	Nil	Nil	Nil	436,838,623	Nil	436,838,623
<b>Cargo Freight Revenue</b> Jindal Saw Gulf LLC	Nil	Nil	11,559,533	Nil	11,559,533	Nil
<b>Amount Given</b> JTF Shipyards Limited	Nil	Nil	26,700,000	Nil	26,700,000	Nil
<b>Amount Received Back</b> JTF Shipyards Limited	Nil	Nil	26,700,000	Nil	26,700,000	Nil
<b>Purchase of Barges/Vessel</b> JTF Shipping &Logistics(Singapore)Pte Ltd	Nil	Nil	834,725,000	Nil	834,725,000	Nil
<b>Balance as on 31.3.2015</b>						
<b>Amount receivable:</b>						
Jindal ITF Limited	Nil	116,899,221	Nil	Nil	Nil	116,899,221
JTF Shipping &Logistics(Singapore) Pte. Ltd.	Nil	Nil	Nil	17,512,646	Nil	17,512,646
Jindal Saw Gulf LLC	Nil	Nil	11,559,533	Nil	11,559,533	Nil
<b>Loan Payable:</b>						
Jindal ITF Limited	55,700,224	Nil	Nil	Nil	55,700,224	Nil
<b>Amount Payable:</b>						
Jindal ITF Limited	1,669,916	Nil	Nil	Nil	1,669,916	Nil
<b>Loan Receivable :</b>	Nil	Nil	531,138,159	708,670,948	531,138,159	708,670,948
JTF Shipping &Logistics(Singapore)Pte Ltd						
<b>Share Application Money:</b>	Nil	2,543,500,010	Nil	Nil	Nil	2,543,500,010
Jindal ITF Limited						
<b>Share Capital including share premium:</b>	6,133,380,680	3,671,399,990	Nil	Nil	6,133,380,680	3,671,399,990
Jindal ITF Limited						



**JTF WATERWAYS LIMITED**  
**SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO FINANCIAL STATEMENTS**  
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Investment in Share Capital	Nil	Nil	561,048,199	561,048,199	561,048,199	561,048,199
JTF Shipping & Logistics (Singapore) Pte. Ltd						

**(c) Remuneration to Key Management Personnel**

Salary, bonus and contribution to PF	Current Year (Rs.)	Previous Year (Rs.)
Capt. Rajesh Ramnitra Beri	34,66,946	Nil
Capt Vivek Shrivastva	10,27,060	1,923,840
Capt Pankaj Kumar	Nil	1,968,224
Pranay Kumar	17,84,716	Nil
Megha Gupta	3,62,049	Nil

Note: The above remuneration to the key management personnel does not include the provisions made for gratuity and leave benefits, as they are determined on an actuarial basis for the company as a whole.

**13. Director Remuneration**

(Amount in Rs.)

Particulars	Current year	Previous year
Salary including allowances	29,37,900	Nil
Commission	Nil	Nil
Contribution to Provident Fund	1,47,000	Nil
Perquisites paid	3,82,046	Nil
Total	<b>34,66,946</b>	Nil

14. The disclosure regarding employee benefits as per AS-15 on "Employee Benefits" (Revised 2005) are as under:-

**Defined Contribution Plan:**

Company's contribution to Provident Fund Rs.9,78,556/- (Previous Year Rs. 7,32,885/-)

**Defined Benefits Plan:**

**Gratuity and leave encashment**

Actuarial Assumptions	Gratuity (Funded)		Leave Encashment (Non-Funded)	
	Current Year	Previous year	Current Year	Previous year
Discount Rate (per annum)	0.078	0.090	0.780	0.290
Future salary Increase	0.065	0.065	0.065	0.365
Expected return on plan assets	0.090	0.067	0.000	0.300
Mortality rate		ILC (1994-96) Ultimate Mortality Table		ILC (1994-96) Ultimate Mortality Table

The assumption of future salary increase takes into account the inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.



**JTF WATERWAYS LIMITED**  
**SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO FINANCIAL STATEMENTS**  
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Reconciliation of present value of obligation	Gratuity (Funded)		Leave Encashment (Non-Funded)	
	Current Year	Previous Year	Current Year	Previous Year
	(Amount in Rs.)		(Amount in Rs.)	
Present value of Gratuity/ obligation at the beginning of the Year	328960	126250	715841	682781
Current Service Cost	261846	197648	360282	489146
Past Service Cost				
Interest Cost	25659	29163	55836	61450
Benefits paid	(202771)		(748978)	(648447)
Actuarial (gain)/ loss	238645	24162	424293	647512
Present value of obligation at the end of the Year	592339	328960	807314	715841
<b>Net(Asset)/Liability recognized in the Balance Sheet as at Year end</b>	<b>Gratuity (Funded)</b>		<b>Leave Encashment (Un-Funded)</b>	
	<b>(Amount in Rs.)</b>		<b>(Amount in Rs.)</b>	
Present value of obligation at the end of the Period	592339	328960	807314	715841
Fair value of plan assets at end of the Year	1852224	1464456		
Funded Status Difference	1259885	1135496	(807314)	(715841)
Excess of actual over estimated	47825	3456		
Net present value of funded obligation recognized as asset/liability) in the Balance Sheet	1259885	1135496	(807314)	(715841)
<b>Expenses recognised in the Profit and Loss Account</b>	<b>Gratuity (Un-Funded)</b>		<b>Leave Encashment* (Un-Funded)</b>	
	<b>(Amount in Rs.)</b>		<b>(Amount in Rs.)</b>	
Current Service Cost	261846	197648	360282	489146
Interest Cost	25659	29163	55836	61450
Expected return on plan assets	(131801)	86782		
Actuarial (gain)/loss recognised in the Year	190820	20706	424293	647512
Past Service Cost	-	-		
Total expenses recognised in the Profit and Loss Account for the Year	346524	160935	840411	1198108



**JITF WATERWAYS LIMITED**  
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**15. Financial and Derivative Instruments**

(a) Nominal amounts of derivative contracts entered into by the company and outstanding as at 31st March, 2015 for hedging Currency and interest rate related risks

S.No	Particulars	As at 31 <sup>st</sup> March,2015	As at 31 <sup>st</sup> March,2014
1.	Interest rate swaps	--	--
2.	Options	--	--
3.	Forward Contracts	--	--

b) Foreign Currency exposures that has not been hedged by derivative instrument or otherwise are as under

(Rs. In Lacs)

S.No	Particulars	As at 31 <sup>st</sup> March,2015	As at 31 <sup>st</sup> March,2014
1.	Receivables/ inflow	115.59	14,416.07
2.	Payable/ Outflow	97.59	2,045.60

**16 (A) Expenditure in Foreign Exchange including expenditure for capital goods**

Description	Current Year	Previous Year
	Amount (Rs.)	Amount (Rs.)
Oil and Fuel Expenses	8,912,817	6,976,977
Store, spares, repair & maintenance for vessel & survey fees	42,636,217	13,623,600
Insurance	12,775,058	11,898,478
Legal & Professional	Nil	740,106
Communication	3,795,928	2,972,296
Travelling	Nil	62,599
Charter Hire Charges	Nil	425,944,180
Survey Charges	408,654	1,088,788
Dry Dock Charge for vessels	63,537,845	109,887,526
Others	293,612	1,785,353
<b>Total</b>	<b>132,360,131</b>	<b>574,979,503</b>



**JITF WATERWAYS LIMITED**  
**SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO FINANCIAL STATEMENTS**  
**NOTE:26**

(B) Revenue in Foreign Exchange :

Description	Current Year	Previous Year
	Amount (Rs.)	Amount (Rs.)
Cargo freight Revenue	11,559,513	582,557,025
Guarantee Commission Received	Nil	Nil
Interest Income on Loans given to Related Party	Nil	Nil
<b>Total</b>	<b>11,559,513</b>	<b>582,557,025</b>

17. Earnings per share (EPS):

Description	(Amount in Rs.)	
	Year ended 31st March, 2015	Year ended 31st March, 2014
<b>Basic and Diluted</b>		
Loss for the year before tax	(544,226,691)	(184,562,313)
Less: Deferred Tax Assets during the year	(318,954,036)	126,897,684
Less: Previous Year Taxation Adjustment	2,503,780	-
Loss for the year after tax	(227,776,313)	(311,459,997)
No of shares outstanding at the end of year	204,479,356	122,413,133
Weighted Average No of Shares outstanding for calculating EPS	136,128,477	122,413,133
Basic and Diluted Earnings per share	(1.67)	(2.54)

18. Previous year figures has been regrouped/rearranged wherever considered necessary

As per our report of even date

For N. C. Aggarwal & Co.  
 Chartered Accountants  
 Firm Registration No: 00327332

G. K. Aggarwal  
 Partner  
 Membership No. 08800



Place: New Delhi  
 Dated: 6<sup>th</sup> May, 2015

For and on behalf of the Board of Directors of  
**JITF Waterways Limited**

Alok Kumar  
 Director  
 DIN No: 00930344

Rajesh Ranmitra Beri  
 Whole Time Director  
 DIN No: 05117158

Anjay Kumar  
 C.F.O.

Megha Gupta  
 Company Secretary  
 A-25008

JITF Waterways Limited

FY 2014-15

Statement containing salient features of the financial statement of Subsidiaries/Joint Ventures pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014

Form AOC - I

Part "A": Subsidiaries

S.No.	Name of the subsidiary	Reporting Currency	Share Capital including Share Application	Reserves & Surplus (Net of Accumulated Losses)	Total Assets	Total Liabilities	Investments included in Total Assets (other than in Subsidiaries)	Turnover/ Total Income	Profit/(Loss) before taxation	Provision for taxation	Profit/(Loss) after taxation	Proposed Dividend	% of shareholding/ Voting Power
1	JITF Shipping & Logistics (Singapore) P	in lacs	6,824.90	(11,824.49)	974.67	5,974.26	-	2,097.12	(5,189.84)	-	(5,189.84)	Nil	100.00%
		USD	10,904,001	(18,891,743)	1,557,214	9,544,956	-	3,350,524	(8,291,693)	-	(8,291,693)	Nil	
	<b>Total</b>		<b>6,824.90</b>	<b>(11,824.49)</b>	<b>974.67</b>	<b>5,974.26</b>	<b>-</b>	<b>2,097.12</b>	<b>(5,189.84)</b>	<b>-</b>	<b>(5,189.84)</b>		

Note:

Exchange Rate as on 31-03-15 - 1 AED= ` 17.0417

Exchange Rate as on 31-03-15 - 1 USD= ` 62.5908

Exchange Rate as on 31-03-15 - 1EUR= ` 67.5104

Exchange Rate as on 31-03-15 - 1GBP= ` 92.4591

Exchange Rate as on 31-12-14 - 1DZD= ` 0.72033

Exchange Rate as on 31-12-14 - 1EUR= ` 77.0048

(Rate of exchange on closing day of financial year of subsidiaries)

## NOTICE

Notice is hereby given that the 7<sup>th</sup> Annual General Meeting of the members of JITF Waterways Limited will be held on Tuesday, the 09<sup>th</sup> day of September, 2014 at 28, Shivaji Marg, New Delhi – 110015 at 03:00 PM to transact the following business:

### **AS ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance Sheet of the Company for the Financial Year ended on 31<sup>st</sup> March, 2014 and the Statement of Profit and Loss account for the year ended on that date along with the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Alok Kumar (holding DIN No.: 00930344) who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint Auditors and fix their remuneration by passing the following resolution as an Ordinary Resolution with or without modification(s):

**"RESOLVED THAT** M/s. N.C. Aggarwal & Co., Chartered Accountants (FRN: 003273N) be and are hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting for auditing the accounts of the company for the financial year 2014-2015 at such remuneration as may be determined by the Board of Directors of the company".

### **AS SPECIAL BUSINESS:**

4. **APPOINTMENT OF MS.PREETIKA SINGH JOHAR (DIN No.: 06959515) AS DIRECTOR OF THE COMPANY AS PER SECTION 160(1) & 161(1) OF THE COMPANIES ACT, 2013**

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

**"RESOLVED THAT** Ms. Preetika Singh Johar (holding DIN No.: 06959515) who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

5. **APPOINTMENT OF MR. RAJESH RAMMITRA BERI (DIN NO.- 05113158) AS WHOLE-TIME DIRECTOR OF THE COMPANY AS PER SECTION 196, 197, 198 & 203 READ WITH SCHEDULE V OF THE COMPANIES ACT 2013**

To consider and if thought to fit to pass with or without modification(s) the following Resolution as a Special Resolution

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to the approval of the Central Government, if necessary, and such other approvals, permissions and sanctions as may be required, approval of the Company be and is hereby accorded to the appointment of Mr. Rajesh Rammitra Beri (holding DIN No.- 05113158), as a Whole Time Director for a period of 5 (five) years

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on the terms and conditions as set out in the Statement annexed to the notice convening this meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Human Resources, Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment/re-appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Rajesh Rammitra Beri, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

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

**6. INCREASING THE BORROWING POWERS OF THE COMPANY AS PER SECTION 180(1) (c) OF THE COMPANIES ACT, 2013**

To consider and if thought to fit to pass with or without modification(s) the following Resolution as a Special Resolution:

**"RESOLVED THAT** in supersession of the Ordinary Resolution adopted at the Extra-Ordinary General Meeting of the Company held on 07.03.2007 and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and that of the Articles of Association of the Company, consent of the Company be and is hereby accorded to the Board of Directors of the Company ("the Board") for borrowing from time to time, any sum or sums of money, on such security and on such terms and conditions as the Board may deem fit, notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business may exceed, at any time, the aggregate of the paid-up capital of the Company and its free reserves, provided however, the total amount so borrowed in excess of the aggregate of the paid-up capital of the Company and its free reserves apart from the temporary loans obtained from company's bankers in the ordinary course of business shall not at any time exceed INR 1000.00 Crores (Rupees One Thousand Crores).

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do and execute all such acts, deeds and things and to take all such steps as may be necessary for the purpose of giving effect to this resolution.

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

**7. CREATION OF SECURITY INTEREST ON THE PROPERTIES OF THE COMPANY IN FAVOUR OF THE LENDERS AS PER SECTION 180(1) (a) OF THE COMPANIES ACT, 2013**

To consider and if thought to fit to pass with or without modification(s) the following Resolution as a Special Resolution:

**"RESOLVED THAT** in supersession of the Ordinary Resolution adopted at the Extra-Ordinary General Meeting of the Company held on 07.03.2007 and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and that of the Articles of Association of the Company, the consent of the Company be and is

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hereby accorded to the Board of Directors of the Company ("the Board") to hypothecate/mortgage and/or charge and/or encumber in addition to the hypothecation/mortgages and/or charges and/or encumbrances created by the Company, in such form and manner and with such ranking and at such time(s) and on such terms as the Board may determine, all or any part of the movable and/or immovable properties of the Company wherever situated both present and future, and/or create a floating charge on all or any part of the immovable properties of the Company and the whole or any part of the undertaking(s) of the Company, together with power to take over the management of the business and concern of the Company in certain events of default, in favour of the Company's Bankers/ Financial Institutions/ other investing agencies and trustees for the holders of Debentures/ Bonds/ other instruments/ securities to secure any Rupee/Foreign currency Loans, Guarantee assistance, Standby Letter of Credit / Letter of Credit, and/or any issue of Non-Convertible Debentures, and/or Compulsorily or Optionally, Fully or Partly Convertible Debentures and/or Bonds, and/or any other Non-Convertible and/or other Partly/Fully Convertible instruments/ securities, within the overall ceiling prescribed by the members of the Company, in terms of Section 180(1)(c) of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds and things and to take all such steps as may be necessary for the purpose of giving effect to this resolution.

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

### **8. GIVING OF LOANS/ GUARANTEES, PROVIDING OF SECURITIES AND MAKING OF INVESTMENTS IN SECURITIES AS PER SECTION 186 OF THE COMPANIES ACT, 2013**

To consider and if thought fit, to pass with or without modifications, the following Resolution as a Special Resolution.

**"RESOLVED THAT** in supersession of the Ordinary Resolution adopted at the Annual General Meeting of the Company held on 26.09.2012 and pursuant to Section 186 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 as may be amended, from time to time and Articles of Association of the Company, approval of the shareholders of the Company be and is hereby given to the Board of Directors for:-

- i) Giving any loan to any person or other body corporate,
- ii) Giving any guarantee or providing security in connection with a loan to any other body corporate or person and/ or
- iii) Acquiring whether by way of subscription, purchase or otherwise, the securities of any other body corporate,

up to an amount, the aggregate outstanding of which should not exceed, at any given time, INR 1000.00 Crores (Rupees One Thousand Crores) which shall not be over and above the limits as specified in Section 186(2) of the Companies Act, 2013 and the aggregate outstanding amount of loans/ guarantees/ securities given / provided to wholly owned subsidiary companies and / or joint venture companies and investments made in wholly owned subsidiary companies, from time to time.

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**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of the Company be and is hereby authorized to take from time to time all decisions and such steps as may be necessary for giving loans, guarantees or providing securities or for making such investments and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit, necessary or appropriate."

**9. CHANGE OF REGISTERED OFFICE OF THE COMPANY UNDER PROVISIONS OF COMPANIES ACT, 2013**

To consider and if thought fit, to pass with or without modifications, the following Resolution as Special Resolution.

**"RESOLVED THAT** pursuant to the provisions of the Section 12, 13 and rules made there under, along with other applicable provisions, if any, of the Companies Act, 2013 and subject to the approval of the Regional Director or the Central Government / any other authority as may be prescribed from time to time and subject also to such permission, sanction or approval as may be required under the provisions of the said Act or under any other law for the time being in force or any statutory modification or amendment thereof, consent of the members be and is hereby accorded for shifting of registered office of the Company from the NCT of Delhi to the State of Uttar Pradesh.

However, the Clause II of the Memorandum of Association of the Company be substituted by the following clause:

"II. The registered office of the Company shall be situated in the State of Uttar Pradesh"

**RESOLVED FURTHER THAT** upon the aforesaid Resolution becoming effective, the Registered Office of the Company be shifted from 28 Shivaji Marg, New Delhi-110015 to A-1 UPISDC Industrial Area, Nandgaon Road, Kosi Kalan, Mathura, Uttar Pradesh- 281403".

**RESOLVED FURTHER THAT** Board of Directors of the Company or any Board Committee or any Directors or person authorized by the Board be and is hereby authorized to appoint counsels and advisors, file applications/ petitions, issue notice and advertisements, obtain orders for shifting of registered office from concerned authorities and take such steps and to do such acts & deeds as they may deem necessary and proper in this matter."

**10. ADOPTION OF NEW SET OF MEMORANDUM OF ASSOCIATION IN TERMS OF PROVISIONS OF THE COMPANIES ACT, 2013**

To consider and if thought fit, to pass with or without modifications, the following Resolution as Special Resolution

**"RESOLVED THAT** pursuant to section 4 (6) and other applicable provisions, if any, of the Companies Act, 2013 and subject to necessary approvals, wherever required, a new Set of Memorandum of Association in terms of provisions of the Companies Act, 2013 as placed before the meeting be and is hereby substituted and adopted in the place of the existing Memorandum of Association of the Company."

**RESOLVED FURTHER THAT** Board of Director(s) of the Company or any other person authorized by the board be and are hereby jointly and severally authorized to take all such actions and to settle all matters arising out of and incidental thereto, and to sign any and all documents and writings that

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may be required to be signed, on behalf of the Company, in connection with the above said resolution and generally to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution."

**11. ALTERATION OF ARTICLE OF ASSOCIATION OF THE COMPANY ACCORDING TO COMPANIES ACT, 2013**

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


"**RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting, be and are hereby approved and adopted in substitution and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company."

**RESOLVED FUTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

Place: New Delhi  
Dated: 06<sup>th</sup> August, 2014

**BY ORDER OF THE BOARD OF DIRECTORS  
FOR JITF WATERWAYS LIMITED**

Regd. Office:  
28, Shivaji Marg,  
New Delhi-110015  
CIN No.:U35122DL2007PLC158373  
Email Id: Info.Vector@jindalvector.com

  
.....  
**MEGHA GUPTA**  
**COMPANY SECRETARY**  
(ACS No.: 25008)  
Address: F-29, Upper Ground  
Floor, Vikas Puri,  
New Delhi-110018, India

**NOTES:**

1. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. Proxy in order to be effective must be received by the Company not less than 48 hours before the meeting.
2. Explanatory Statement under Section 102 of the Companies Act, 2013 relating to Special Business to be transacted at the meetings annexed hereto.

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**NOTICE**

**EXPLANATORY STATEMENT  
(Pursuant to Section 102 of the Companies Act, 2013)**

**ITEM NO. 4:**

The Board of Directors in the meeting held on 6<sup>th</sup> August, 2014 appointed Ms. Preetika Singh Johar (holding DIN No.: 06959515) as an Additional Director of the Company pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company. In terms of the provision of said section, Ms. Preetika Singh Johar would hold office up to the date of ensuing Annual General Meeting. The Company has received a notice in writing from a member along with deposit of requisite amount under section 160 of the Companies Act, 2013 proposing the candidature of Ms. Preetika Singh Johar for the office of Director of the Company. She is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given her consent to act as a Director.

None of the other Director or Key Managerial Personnel except Ms. Preetika Singh Johar herself is concerned or interested in the Resolution.

The above proposal is in the interest of the Company and the Directors recommend the Resolutions at Item No. 4 of the Notice for approval by the shareholders as an Ordinary Resolution.

**ITEM NO. 5:**

The Board of Directors of the Company in its meeting held on 6<sup>th</sup> August, 2014 appointed Mr. Rajesh Rammitra Beri (holding DIN No.- 05113158) as an Additional Director of the Company and proposed to appoint as a Whole Time Director of the Company for a period of 5 (Five) years, on the terms & conditions mentioned hereunder and subject to the approval of the shareholders. The Remuneration payable to Mr. Rajesh Rammitra Beri exceeds the limit specified in Section 197 of the Companies Act, 2013 and the remuneration specified in Section II of Part II of Schedule V of the Companies Act, 2013. Therefore the Directors recommends passing of Special Resolution in terms of provisions of Section II of Part II of Schedule V of the Companies Act, 2013.

Main terms of appointment of Whole Time Director:

1. Term of Appointment: Five years with effect from 9<sup>th</sup> September, 2014
2. Remuneration: INR 46,61,400 per annum
3. Other Terms & Conditions:
  - The Whole Time Director, subject to the superintendence, control and direction of the Board of Directors of the Company, shall conduct and manage the business and affairs of the Company.
  - The Whole Time Director shall also exercise and perform such powers and duties as the Board of Directors of the Company may from time to time determine and shall also do and perform all other acts and things which in the ordinary course of business may be considered necessary or proper in the interest of the Company.

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**STATEMENT OF PARTICULARS**  
(Pursuant to Schedule-V of the Companies Act, 2013)

I. General Information:

1. Nature of Industry: JITF Waterways Limited brings JITF Vector, the Short Sea & River Transport venture of Jindal SAW Ltd. The company is a part of the US\$ 20 billion O.P. Jindal Group (4th largest business house in India) with established leadership positions in steel, mining, power, energy, infrastructure, water, wastewater, solid waste management and waste to energy. JITF Vector is India's first total logistics solutions provider with a high-frequency and high reliability services.

JITF Vector is setting new standards in cargo transportation along the Indian coastline and inland waterways. With a fleet of eight vessels, including five container ships, options from short sea shipping containers to break bulk ships and an assurance of reliability. The company has a network combining high-quality intermodal operations with state-of-the-art technology.

JITF Vector owns and operates short sea shipping container and break bulk ships along the Indian coast and the Indian subcontinent, operating scheduled services, end-to-end integrated multi-modal transportation by using land-sea-land & rail modes for indigenous cargo with owned, leased containers.

JITF Vector offers efficient, regular, reliable and frequent services. From your doorstep to the port of your choice with the advantage of a highly reliable and frequent multi-modal service and customized sailing options

2. Date or expected date of commencement of commercial production: The Company was incorporated in the year 24/01/2007 and is already in commercial production for long.
3. Financial Performance based on given indicators: During the year ended 31<sup>st</sup> March 2014 the Company achieved total Income of Rs. 1,15,75,69,632, and Net loss of Rs. 31,14,59,997. The detail financial performance of the Company is discussed in the enclosed Annual Report for the year ended 31<sup>st</sup> March 2014.
4. Foreign investments or Collaborators, if any: There is no foreign investment made in the Company.

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II. Information about Appointee:

S. No.	Particulars	Mr. Rajesh Rammitra Beri
1.	Background details	Mr. Rajesh Rammitra Beri is master mariner with 16 years sailing experience on merchant vessel and 29 years experience ashore as a techno commercial person in shipping trading, chartering and supply chain management. His last position was as business head and director with ESSAR ports and was posted as paradip. He is having experience of - 1.5 years as CEO/Director Essar shipping and ports- 5 years COO Ispat industries ltd. (steel plant) Vice President 8yrs Coal & Oil LLC Director 2 years Dubai ( trading in coal).
2.	Job Profile & his suitability	Mr. Rajesh Rammitra Beri shall be responsible for the day to day operation and managing the affairs of the Company under the superintendence, guidance and control of the Board and provide his due guidance in achieving the targets set out by the Company. Having regard to his experience and qualification as set herein above, in the opinion of the Board, he is eminently suited for the above mentioned
3.	Remuneration Proposed	As mentioned above under explanatory statement
4.	Comparative remuneration profile with respects to industry, size of Industry, profile of the position and person	Keeping in view the type of the industry, size of the Company, the responsibilities and profile of Mr. Rajesh Rammitra Beri, the proposed remuneration is competitive with the remuneration paid by other companies in similar line of business to such managerial personnel.
5.	Pecuniary relationship, directly or indirectly, with the Company or relationship with the managerial personnel, if any	Other than the remuneration stated above, Mr. Rajesh Rammitra Beri has no other pecuniary relationship directly or indirectly with the Company.

III. Other Information:

- Reasons of Loss or Inadequate Profits: Uncertain economic conditions, poor economic growth, high inflation, slow-down in industrial growth severely affected the market. This had an adverse effect on profitability.

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- Steps taken /to be taken for improvement: Adequate steps have been taken to improve the growth prospects of company and it will look forward to work on upcoming opportunities.
- Expected increase in productivity and profits: It is expected that in the near future, Company will avail profits from its operations and will invest in the development oriented opportunities.

Mr. Rajesh Rammitra Beri is interested in this resolution. None of the other Directors or Key Managerial Personnel is interested in this resolution.

The above proposal is in the interest of the Company and the Directors recommend the Resolutions at Item No. 5 of the Notice for approval by the shareholders as a Special Resolution.

#### **ITEM NO's 6 & 7:**

The members at Extra-Ordinary General Meeting of the Company held on 07.03.2007, had accorded their consent to the Board of Directors for borrowing up to INR 1,000 Crores (Indian Rupees One Thousand Crores) under section 293(1)(d) of the Companies Act, 1956. However, with the corresponding section 180(1)(c) of the Companies Act, 2013, coming into effect from 12th September, 2013 the Ordinary resolution passed under section 293(1)(d) of the Companies Act, 1956 will need to be superseded with a Special Resolution for the Board to exercise the powers as envisaged in section 180(1)(c) of the Companies Act, 2013.

It is therefore, necessary for the members to pass special resolution under section 180(1)(c) and other applicable provisions of the Companies Act, 2013, as set out at Item No. 6 & 7 of the Notice, to enable to the Board of Directors to borrow money in excess of the aggregate of the paid-up share capital and free reserves apart from the temporary loans obtained from company's bankers in the ordinary course of business of the Company. Approval of the members is being sought to borrow money up to INR 1000.00 Crores (Rupees One Thousand Crores) in excess of the aggregate of the paid-up share capital and free reserves apart from the temporary loans obtained from company's bankers in the ordinary course of business of the Company.

The proposed borrowings of the Company may, if necessary, be secured by way of charge/ mortgage/hypothecation on the Company's assets in favour of the lenders/holders of securities/trustees for the holders of the said securities as mentioned in the Resolution at Item No. 7. As the documents to be executed between the lenders/security holders/trustees for the holders of the said securities and the Company will need to be executed pursuant to a power envisaged in the Board, it is necessary to pass a resolution under Section 180(1)(a) of the Companies Act, 2013 for creation of charges/ mortgages and hypothecations.

None of the Directors, Key Managerial Personnel of the Company are in any way concerned or interested, financially or otherwise in the special resolution.

The above proposals are in the interest of the Company and the Directors recommend the Resolutions at Item No's. 6 & 7 of the Notice for approval by the shareholders as Special Resolutions

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### ITEM NO. 8:

The Company is undertaking various business activities through its subsidiaries and joint ventures and is also making strategic investments, from time to time, in subsidiaries, joint ventures, associates companies, other bodies corporate and would, therefore, be required to provide financial assistance / support by way of giving of loans / guarantees; providing of securities, making of investment in securities in order to expand its business activities and also for optimum utilization of funds.

Accordingly, the members at Annual General Meeting of the Company held on 26.09.2012, had accorded their consent to the Board of Directors for giving loans, guarantees or provide securities or make investments upto INR 1,000 Crores (Indian Rupees One Thousand Crores) as per section 372A of the Companies Act, 1956. However, with the corresponding section 186(2) of the Companies Act, 2013, coming into effect from 26<sup>th</sup> March, 2014 the Ordinary resolution passed under section 372A of the Companies Act, 1956 will need to be superseded with a Special Resolution for the Board to exercise the powers as envisaged in section 186(2) of the Companies Act, 2013.

It is therefore necessary for the members to pass special resolution under section 186(2) of Companies Act, 2013 to authorize Board of Directors of the Company to give loans, guarantees or provide securities or make investments up to an amount, the aggregate outstanding of which should not exceed, at any given time, 60% of the paid up capital, free reserves and securities premium account or 100% of free reserves and securities premium account of the Company, whichever is higher i.e. INR 1000.00 Crores (Rupees One Thousand Crores) which shall not be over and above the said limits as specified in Section 186(2) of the Act and the aggregate outstanding amount of loans/ guarantees/ securities provided/ made to wholly owned subsidiary companies and joint venture companies and investments made in wholly owned subsidiary companies, from time to time.

Pursuant to Section 186 of the Companies Act, 2013, a company cannot, except with the permission of the Shareholders, make investment, give loan or guarantee or provide any security in excess of the limits set out therein.

None of the Directors, Key Managerial Personnel of the Company are in any way concerned or interested, financially or otherwise in the special resolution.

The above proposal is in the interest of the Company and the Directors recommend the Resolutions at Item No. 8 of the Notice for approval by the shareholders as Special Resolution.

### ITEM NO. 9:

Shifting of Registered Office from NCT of Delhi to State of Uttar Pradesh

The Company was incorporated under the provision of the Companies Act, 1956, in the NCT of Delhi. As per Clause II of the Memorandum of Association of the Company, the Registered Office of the Company is at present situated in the NCT of Delhi.

With a view to exercise better administrative and economic control which will reduce overheads and enable the company to rationalize and streamline its operational efficiency by having the same registered office as of its holding Company which is situated at A-1 UPISDC Industrial Area, Nandgaon Road, Kosi Kalan, Mathura, Uttar Pradesh- 281403.

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The Board of Director considers it fit to shift the registered office of the Company to State of Uttar Pradesh.

In accordance with the provision of Section 13 of the Companies Act, 2013, shifting of the Registered Office from one state to another requires alteration in Clause II of the Memorandum of Association of the Company, which requires the approval of shareholders in General Meeting by way of Special Resolution to give effect to such change.

In view of the above approval of the members is sought for shifting the Registered Office of the Company from the NCT of Delhi to the State of Uttar Pradesh and for altering Clause II of the Memorandum of Association of the Company. The proposed change will in no way be detrimental to the interest of any member of Public, Employees or other Associates of the Company in any manner whatsoever.

None of the Directors, Key Managerial Personnel of the Company are in any way concerned or interested, financially or otherwise in the special resolution.

The above proposal is in the interest of the Company and the Directors recommend the Resolutions at Item No. 9 of the Notice for approval by the shareholders as Special Resolution.

### **ITEM NO. 10:**

The Board of Directors of the Company at their meeting held on 6<sup>th</sup> August, 2014 has recommended adopting a new set of Memorandum of Association to bring it in conformity with the provisions of the Companies Act, 2013.

For the adoption of new set of Memorandum of Association as provided consent of Shareholders is required by way of Special Resolution. Draft amended copy of the Memorandum of Association has been placed at the Registered Office of the Company for inspection during the business hours.

None of the Directors, Key Managerial Personnel of the Company are in any way concerned or interested, financially or otherwise in the special resolution.

The above proposal is in the interest of the Company and the Directors recommend the Resolutions at Item No. 10 of the Notice for approval by the shareholders as Special Resolution.

### **ITEM NO. 11:**

The existing Articles are based on the Companies Act, 1956 and several regulations in the existing Articles contain references to specific section of the Companies Act, 1956 and some regulations which are no longer in conformity with the new Companies Act, 2013.

The Companies Act, 2013 is now largely in force. On 12th September, 2013 the Ministry of Corporate Affairs ("MCA") had notified 98 sections for implementation and subsequently, on 26 March, 2014 MCA notified most of the remaining sections (barring those provisions which require sanction/confirmation of the National Company Law Tribunal). Therefore, substantive sections of the Companies Act, 2013 which deal with the general working of companies stand notified.

In order to make the Articles of Association of the Company in tandem and to comply with the relevant sections/ provisions under the Companies Act, 2013 and rules made thereof it is proposed to replace the existing Articles of Association of the Company by a new set of Articles of

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Associations. Accordingly, in lieu of amendments to various Articles in the existing Articles of Association, it is considered prudent and desirable to adopt a new set of Articles of Association of the Company, in substitution for, and to the exclusion of, the existing Articles of Association of the Company. Pursuant to Section 14 of the Companies Act, 2013, the consent of the members of the Company by way of a special resolution is required for adoption of a new set of Articles of Association of the Company. Accordingly, this matter is being placed before the shareholders for approval.


A copy of the proposed new set of the Articles of Association of the Company would be available for inspection at the registered office of the Company.

None of the Directors, Key Managerial Personnel of the Company are in any way concerned or interested, financially or otherwise in the special resolution except to the extent of their shareholding in the Company.

The above proposal is in the interest of the Company and the Directors recommend the Resolutions at Item No. 11 of the Notice for approval by the shareholders as Special Resolution.

Place: New Delhi  
Dated: 06<sup>th</sup> August, 2014

BY ORDER OF THE BOARD OF DIRECTORS  
FOR JITF WATERWAYS LIMITED

MEGHA GUPTA

COMPANY SECRETARY  
(ACS No.: 25008)

Address: F-29, Upper Ground  
Floor, Vikas Puri,  
New Delhi-110018, India

Regd. Office:  
28, Shivaji Marg,  
New Delhi-110015  
CIN No.: U35122DL2007PLC158373  
Email Id: Info.Vector@jindalvector.com

Email Id: Info.Vector@jindalvector.com

## **JITF WATERWAYS LIMITED**

### **DIRECTORS' REPORT**

Your Directors have pleasure in presenting the 7<sup>th</sup> Annual Report, together with the Audited Financial Statements of the Company for the year ended March 31, 2014.

#### **Financial Performance**

<b>Particulars</b>	<b>Current Year (Rs.)</b>	<b>Previous Year (Rs.)</b>
Paid up Capital	1,22,41,33,330	1,22,41,33,330
Share application money pending allotment	2,54,35,00,010	1,86,70,00,010
Reserves and Surplus	30,82,18,274	61,96,78,271
Secured Loans	1,27,15,80,562	1,34,04,70,215
Fixed Assets	1,96,79,83,509	1,97,15,16,973
Current Assets	1,67,97,65,554	2,09,94,69,950
Current Liabilities	38,19,37,822	80,85,57,458
Revenue	1,15,75,69,632	2,06,75,84,888
Profit/ (Loss) before taxation	(18,45,62,313)	(73,76,47,291)
Earning Per share	(2.54)	(0.27)

#### **Review Of Operations**

Your Company has achieved 25% market share in coastal transportation from Kandla to Cochin. The total tonnage moved by your Company would have resulted in approx 25,000 truck movements, therefore considerable amount of Carbon footprint emission has been avoided because of our regular and efficient services. Your Company has also added new product line such as White Goods, Cement, Lime and service from Goa in return voyage.

#### **Dividend**

Your Company has not recommended any Dividend for the financial year under review

#### **Public Deposits**

The Company has not accepted any Deposits within the meaning of Section 73 of the Companies Act, 2013 and the rules made there under.

#### **Subsidiary Company**

The Company has one wholly owned foreign Subsidiary Company, namely JITF Shipping & Logistics (Singapore) Pte. Ltd. The Foreign subsidiary has acquired PANAMAX vessel under Panama flag which has resulted in increase of the Foreign earnings.

#### **Directors**

In terms of the provisions of Section 152 of the Companies Act, 2013, Mr. Alok Kumar shall retire by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment

During the year Mr. Ashok Kumar Aggarwal, resign from the Directorship of the company due to personal reasons w.e.f. **21.10.2013**.

### **Directors Responsibility Statement**

Pursuant to Section 134(3)(c) read with Section 134(5) of the Companies Act, 2013, for the Financial Year 2013-14, your Directors report as under:-

- (i) that in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures (if any);
- (ii) that the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the company for that period;
- (iii) that the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (iv) that the directors had prepared the annual accounts on a going concern basis and
- (v) that 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.

### **Board's Meet**

Board of Directors duly met Eight Times during the financial year 2013-14. Dated as follows:-

1. 05.04.2013
2. 29.04.2013
3. 24.05.2013
4. 10.06.2013
5. 22.08.2013
6. 02.12.2013
7. 30.01.2014
8. 25.03.2014

Resolutions passed by circulation during the year were duly noted at the meeting of the Board of Directors. Your Board of Directors meets as and when necessary for the proper functioning of the Company.

### **Audit Committee**

The Audit Committee of your Company comprises of following Directors:

1. Mr. Vikram Puri
2. Mr. Alok Kumar
3. Mr. Anuj Kumar

It meet at regular intervals during the year to look after the financial position, evaluate the internal financial controls & risk management system, monitor the end use of funds raised, scrutiny of inter-corporate loans & investments by the company. Recommendations of Audit Committee had been duly discussed and accepted by the Board of Directors.

### **Statutory Auditors**

M/s. N.C. Aggarwal & Company, Chartered Accountants, Auditors of the Company will retire at the forthcoming Annual General Meeting, and are eligible for re-appointment. A Certificate from the Auditors has been received to the effect that their re-appointment, if made, would be in compliance with the provisions of Section 139 and 141 of the Companies Act, 2013.

### Particulars of Employees

None of the employees of the Company was in employment of the Company in accordance with the Clause 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

### Conservation of energy, technology absorption, foreign exchange earning and outgo.

Particulars required to be furnished under Section 134(3)(m) of the Companies Act, 2013, read with Clause 8(3) of The Companies (Accounts) Rule, 2014. This, however, does not apply to your Company, as the shipping industry is not included in the Schedule to the relevant rules.

However, the Company is conscious of the need to keep all the cost elements at the barest minimum level including the energy cost. It is also aware of the responsibility to conserve energy in an overall energy shortage situation.

With regard to foreign exchange earnings and outgo, the position is as under. Also consider Annexure I

Description	Current Year (Rs.)	Previous Year (Rs.)
Total Expenditure in Foreign Exchange	574,979,503	998,558,249
Total Income in Foreign Exchange	582,557,025	1,127,409,326

### Acknowledgement

Your Directors thank the Company's clients, vendors, charterers, business associates, main line operators, investors, shareholders, Financial Institutions and bankers for their continued support during the year. It will be your Company's endeavor to build and nurture strong links with them based on mutuality, respect and co-operation with each other. Your Directors take this opportunity to thank all employees for their hard work, dedication and commitment.

Your Directors place on record their appreciation for the support and continued co-operation that the Company received from the Government of India, the Ministry of Shipping, the Ministry of Finance, the Ministry of Company Affairs, the Directorate General of Shipping, the Mercantile Marine Department, the Reserve Bank of India, the Central Board of Excise and Customs, and other Government agencies. Your Directors also express their sincere thanks to the Indian National Ship Owners Association, Port authorities, Insurance companies, and Protection and Indemnity clubs for their continued support during the year.

ON BEHALF OF THE BOARD OF DIRECTORS OF  
JITF WATERWAYS LIMITED



.....  
AMIT BAJPAI  
DIRECTOR  
(DIN No: 01728337)



.....  
ANUJ KUMAR  
DIRECTOR  
(DIN No: 05295914)

Place: New Delhi  
Date: 12<sup>th</sup> May, 2014

## **AUDITORS' REPORT**

To  
**The Members of JITF WATERWAYS LIMITED**

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

We have audited the accompanying financial statements of **JITF WATERWAYS LIMITED**, which comprise the Balance Sheet as at March 31, 2014, and the Statement of Profit and Loss and 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**

Management is responsible for 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 accounting principles generally accepted in India, including the Accounting Standards notified under the Companies Act, 1956 read with General Circular 15/2013 dated 13th September 2013, issued by the Ministry of Corporate Affairs, in respect of Section 133 of the Companies Act, 2013. This responsibility includes the design, implementation and maintenance of internal control 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.

### **Auditors' Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. 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.

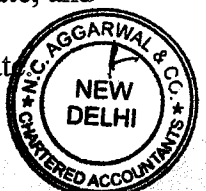
An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or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

### **Opinion**

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


- a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
- 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, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
  
2. As required by section 227(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, the Statement of Profit and Loss and the Cash Flow Statement comply with the Accounting Standards notified under the Companies Act, 1956 read with General Circular 15/2013 dated 13th September 2013, issued by the Ministry of Corporate Affairs, in respect of Section 133 of the Companies Act, 2013;
  - e) On the basis of written representations received from the directors as on March 31, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

For N.C. Aggarwal & Co.  
Chartered Accountants  
Firm Registration No. 003273N

  
G. K. Aggarwal  
Partner  
Membership No. 08662  
Date: 12<sup>th</sup> May, 2014  
Place: New Delhi



**Annexure to Auditors' Report**

Referred to in Paragraph 1 under the heading of "Report on Other Legal and Regulatory Requirements" of our report of even date

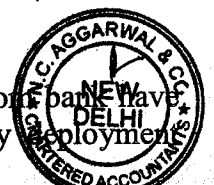
1. (a) The Company has maintained all proper records showing full particulars including quantitative details and situation of fixed assets.  
  
(b) All fixed assets have been physically verified by the management during the year. In our opinion, the frequency of verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies have been noticed on such verification.  
  
(c) The Company has not disposed off substantial fixed assets during the year.
2. (a) As explained to us, the management during the year has physically verified inventories. In our opinion, the frequency of verification is reasonable.  
  
(b) According to the information and explanation given to us, the procedures of physical verification of stock followed by the management are reasonable and adequate in relation to the size of the Company and the nature of the business.  
  
(c) On the basis of our examination of the inventory records, in our opinion, the Company is maintaining proper records of the inventories. As explained to us, there was no material discrepancies noticed on physical verification of inventories as compared to the book records.
3. (a) As informed to us, the Company has given unsecured loan to its wholly owned subsidiary i.e. JITF Shipping and Logistics(Singapore) Pte Limited covered in the register maintained under section 301 of the Companies Act, 1956. The maximum amount involved during the year in respect of said companies and the year end balance of such loan is Rs.421,273,982 and Rs 708,670,947 respectively.  
  
(ii) In our opinion and according to information and explanations given to us, the rate of interest and other terms and conditions on which aforesaid loan has been given are not, prima facie, prejudicial to the interest of the company.  
  
(b) The Company has not taken any loans from parties listed under the register maintained under Section 301 of the Companies Act, 1956. Accordingly, paragraphs (iii) (f) and (g) of the Order are not applicable.
4. In our opinion and according to information and explanations given to us, having regard to the explanation that some of the items purchased are of special nature and suitable alternative sources do not exist for obtaining comparable quotations, there are adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchases of inventories, fixed assets and with regard to the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal controls.
5. (a) To the best of our knowledge and belief and according to the information and explanations given to us, we are of the opinion that the particulars of the contracts or arrangements that need to be entered into the register maintained under section 301 of the Companies Act, 1956 have been so entered.



(b) In our opinion and according to the information and explanation given to us, the transaction with parties with whom transactions exceeds the value of Rupees five lacs have been entered during the financial year are at prices, which are reasonable, having regards to the prevailing market prices at the relevant time.

6. The Company has not accepted any deposits from the public to which the provisions of Section 58A, 58AA or any other relevant provisions of the companies Act, 1956 and the companies (Acceptance of Deposit) Rules, 1975 apply.
7. In our opinion, the Company has an internal audit system commensurate with the size and the nature of the business. However, the same needs to be enlarged.
8. To the best of our knowledge and as explained, the Central Government has not prescribed maintenance of cost records under clause (d) of sub-section (1) of section 209 of the Companies Act, 1956 for the products of the Company.
9. (a) To the best of our knowledge and as explained, the Company is generally regular in depositing with the appropriate authorities all statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, wealth-tax, service tax, customs duty, excise duty, Cess etc. where there are applicable. There are no arrears as at 31st March, 2014 for a period of more than six months from the date they become payable.  
  
(b) According to the information and explanation given to us, there are no dues in respect of provident fund, employees' state insurance, sales tax, excise, Service tax, income tax and custom duty, which have not been deposited on account of any dispute.
10. The Company's accumulated losses at the year end, i.e. as at March 31, 2014 is more than fifty per cent of its net worth. The Company has incurred cash loss in current financial year and in the immediately preceding financial year.
11. According to the records of the Company examined by us and the information and explanations given to us, the Company has not defaulted in repayment of dues to the bank and financial institutions.
12. According to the information and explanations given to us and based on the documents and records produced to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
13. In our opinion, the Company is not a chit fund or a nidhi / mutual benefit fund / society. Therefore, the provisions of clause 4(xiii) of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company.
14. According to the records of the Company examined by us and the information and explanations given to us, the Company, during the year, has not dealt with/traded in shares, securities and other investments.
15. According to the information and explanations given to us, the Company has given guarantee for loans taken by its wholly owned subsidiary company JITF Shipping and Logistics (Singapore) Pte. Ltd. favoring banks, the terms and conditions of which is prime facie not prejudicial to the interest of the company.

16. According to the information and explanation furnished to us, the term loan taken from bank have been applied for the purpose for which they were received, other than temporary employment pending application.



**N.C. AGGARWAL & CO.**  
**CHARTERED ACCOUNTANTS**

17. According to the information and explanations given to us and on an overall examination of the balance sheet of the company, in our opinion, there are no funds raised on short term basis which have been used for long term investment.
18. The Company has not made any preferential allotment of shares to the parties and companies covered in the register maintained under section 301 of the Act.
19. The company has not issued any debentures. Hence, clause (xix) of Order is not applicable.
20. The company has not made any public issue during the year.
21. During the course of our examination of the books and records of the company, and according to the information and explanations given to us by the management, we report that no fraud on or by the Company has been noticed or reported during the course of our audit.

For N.C. AGGARWAL & CO,  
Chartered Accountants  
Firm Registration No. 003273N



(G.K. Aggarwal)  
Partner  
M.No. 086622

Place: New Delhi  
Dated: 12<sup>th</sup> May, 2014

**JITF WATERWAYS LIMITED**  
**Balance Sheet as at 31st March, 2014**

(Amount in Rs.)

Particulars	Note No	As at 31st March 2014	As at 31st March 2013
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholders' Funds</b>			
(a) Share Capital	1	1,22,41,33,330	1,22,41,33,330
(b) Reserves and Surplus	2	30,82,18,274	61,96,78,271
<b>(2) Equity Share Application money pending allotment</b>	3	2,54,35,00,010	1,86,70,00,010
<b>(3) Non-current liabilities</b>			
(a) Long-term borrowings	4	1,27,15,80,562	1,34,04,70,215
(b) Long-term provisions	5	6,62,548	6,82,784
<b>(4) Current liabilities</b>			
(a) Short-term borrowings	6	2,76,21,555	7,86,83,575
(b) Trade payables	7	26,86,26,538	71,14,92,294
(c) Other current liabilities	8	8,56,36,436	1,83,81,589
(d) Short-term provisions	9	53,293	-
<b>Total Equity and Liabilities</b>		<b>5,73,00,32,546</b>	<b>5,86,05,22,068</b>
<b>II. ASSETS</b>			
<b>(1) Non-current assets</b>			
(a) Fixed Assets	10		
(i) Tangible assets		1,96,55,14,892	1,96,81,06,902
(ii) Intangible assets		24,68,617	34,10,071
(iii) Capital work-in-progress		-	-
(b) Non-current investments	11	56,10,48,199	56,10,48,199
(c) Deferred tax assets (net)	12	78,49,34,933	91,18,32,617
(d) Long-term loans and advances	13	73,63,00,351	31,66,54,329
<b>(2) Current assets</b>			
(a) Current investments	14	5,35,87,569	7,40,11,719
(b) Inventories	15	7,29,18,103	8,84,89,962
(c) Trade receivables	16	92,91,76,466	1,27,87,29,682
(d) Cash and Bank Balances	17	13,99,64,829	11,54,83,191
(e) Short-term loans and advances	18	47,09,22,193	53,74,47,345
(f) Other current assets	19	1,31,96,394	53,08,051
<b>Total Assets</b>		<b>5,73,00,32,546</b>	<b>5,86,05,22,068</b>

Significant accounting policies and notes to the financial statements 28

In terms of our report of even date annexed hereto

For N.C. AGGARWAL & CO.  
Chartered Accountants  
Firm Registration No. 003273N

G.K.AGGARWAL  
Partner  
M.No.086622



Place: New Delhi  
Dated: 12th May, 2014

For and on behalf of the Board Of Directors of  
JITF Waterways Limited

Amit Bajpai  
Director  
DIN No:01728337

Anuj Kumar  
Director  
DIN No:05295914

Pranav Kumar  
CEO

**JITF WATERWAYS LIMITED****Statement of Profit and Loss for the year ended 31st March, 2014**

(Amount in Rs.)

Particulars		Note No.	Year ended 31st March 2014	Year ended 31st March 2013
(I)	Revenue from operations (Gross)	20	1,14,87,60,413	2,00,12,24,950
(II)	Other income	21	88,09,218	6,63,59,938
(III)	<b>Total Revenue (I+II)</b>		<b>1,15,75,69,632</b>	<b>2,06,75,84,888</b>
	<b>Expenses:</b>			
	Employee benefits expense	22	2,25,80,755	2,53,29,478
	Finance costs	23	20,51,24,508	22,76,06,306
	Depreciation and amortization expense	24	12,19,81,476	13,19,98,917
	Operational Expenses	25	1,03,79,72,787	1,70,02,97,919
	Other Expenses	26	1,15,34,995	2,40,80,969
(IV)	<b>Total Expenses</b>		<b>1,39,91,94,522</b>	<b>2,10,93,13,589</b>
(V)	Profit/(Loss) before extraordinary items and tax (III-IV)		(24,16,24,890)	(4,17,28,701)
(VI)	Exceptional items		(5,70,62,577)	-
(V)	Profit/(Loss) before extraordinary items and tax (V-VI)		(18,45,62,313)	(4,17,28,701)
(VI)	Extraordinary items (net of tax expense)	27	-	69,59,18,590
(VII)	<b>Profit/(Loss) before tax (V-VI)</b>		<b>(18,45,62,313)</b>	<b>(73,76,47,291)</b>
(VIII)	Tax expense:			
	(1) Current tax		-	-
	(2) Deferred tax		12,68,97,684	(23,47,28,994)
(IX)	Profit/(Loss) for the year after tax and extraordinary item (VII-VIII)		(31,14,59,997)	(50,29,18,297)
(X)	Earnings per equity share before extraordinary item : (Face value of Rs.10/- each)			
	(1) Basic		(2.54)	(0.27)
	(2) Diluted		(2.54)	(0.27)
(XI)	Earnings per equity share after extraordinary item (Face value of Rs.10/- each)			
	(1) Basic		(2.54)	(0.27)
	(2) Diluted		(2.54)	(4.11)

Significant accounting policies and notes to the financial statements 28

In terms of our report of even date annexed hereto

For N.C. AGGARWAL & CO.  
Chartered Accountants  
Firm Registration No. 003273N

G.K. AGGARWAL  
Partner  
M.No.086622



For and on behalf of the Board Of Directors of  
JITF Waterways Limited

Amit Bajpai  
Director

DIN No:01728337

Anuj Kumar  
Director

DIN No:05295914

**JITF Waterways Limited**  
**Cash Flow Statement for the year ended March 31, 2014**

(Amount in Rs.)

	For the year ended 31st March, 2014	For the year ended 31st March, 2013
<b>A. CASH FLOWS FROM OPEARTING ACTIVITIES:</b>		
Net Profit/(loss) Before Income tax and extraordinary activity	(24,16,24,890)	(4,17,28,701)
Adjustment for:		
Depreciation	12,19,81,476	13,19,98,917
Miscellaneous expenditure written off	-	4,00,001
Loss on Sale of Assets	15,959	5,113
Unrealised Foreign Exchange Fluctuation	5,70,62,577	(2,56,44,477)
Interest Income	(87,41,433)	(61,24,847)
Guarantee Commission	-	(40,28,175)
Interest Income on loan from Related Party	-	(1,17,07,678)
Profit on Sale of Investment	-	(1,79,32,883.89)
Dividend Income	-	-
Interest Paid	20,51,24,508	22,76,06,306
<b>Operating profit before working capital changes</b>	<b>13,38,18,197</b>	<b>25,28,43,575</b>
Adjustment for:		
Trade receivables	34,95,53,216	(62,77,81,379)
Inventories	1,55,71,860	3,28,95,959
Loans and advances and other assets	(34,21,11,185)	(14,69,16,704)
Trade and other Payables	(44,44,67,505)	12,68,63,224
<b>Cash earned from operations</b>	<b>(28,76,35,417)</b>	<b>(36,20,95,325)</b>
Direct taxes paid	(1,10,09,685)	(1,71,60,567)
<b>Net cash earned from/ (used in) operating activities</b>	<b>(29,86,45,102)</b>	<b>(37,92,55,892)</b>
<b>B. CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Interest received	8,53,090	68,68,121
Dividend Received	-	1,79,32,884
Purchase of fixed assets	(11,84,67,972)	(40,51,94,531)
Investment in subsidiary	-	(33,17,54,423)
Investment In Mutual Funds	2,04,24,150	23,61,05,220
Sale of Fixed assets	4,000	45,72,78,003
(net of Extraordinary items of Rs NIL Previous Year Rs.69,59,18,590)		
<b>Net cash earned from/ (used in) investing activities</b>	<b>(9,71,86,731)</b>	<b>(1,87,64,725)</b>
<b>C. CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Proceeds from Issue of Shares	-	-
Proceeds/ (Repayment) Share Application Money	67,65,00,000	1,20,40,00,000
Repayment of Term loan	-	(54,59,25,328)
Proceeds/(Repayment) of working capital loan	(5,10,62,020)	(1,69,81,759)
Interest paid	(20,51,24,508)	(22,76,06,306)
<b>Net cash from/(used in) financing activities</b>	<b>42,03,13,472</b>	<b>41,34,86,607</b>
<b>Net increase in cash and cash equivalents</b>	<b>2,44,81,639</b>	<b>1,54,65,990</b>
<b>Cash and cash equivalents (opening balance)</b>	<b>11,54,83,191</b>	<b>10,00,17,201</b>
<b>Cash and cash equivalents (closing balance)</b>	<b>13,99,64,829</b>	<b>11,54,83,191</b>
	<b>2,44,81,639</b>	<b>1,54,65,990</b>

Note:

- Cash and cash equivalents (closing balance) includes other Bank Balance of Rs.69,787,405/-and (Previous Year Rs. 69,787,405)
- Previous Year figures have been regrouped wherever considered necessary.

As per our report of even date  
**For N. C. Aggarwal & Co.**  
Chartered Accountants  
Firm Registration No: 003273N

G.K. Aggarwal  
Partner  
Membership No. 08662



For and on behalf of the Board of Directors of  
JITF Waterways Limited

Amit Bajpai  
Director  
DIN No:01728337

Anuj Kumar  
Director  
DIN No:05295914

Place: New Delhi

Pranay Kumar

**JITF WATERWAYS LIMITED**
**Notes forming part of Balance sheet and Statement of Profit and Loss**

(Amount in Rs.)

	DESCRIPTION	As at 31st March 2014	As at 31st March 2013
1	<b>SHARE CAPITAL</b>		
(a)	<b>AUTHORISED SHARE CAPITAL</b> 160,000,000 Equity Shares of Rs.10/- each	1,60,00,00,000	1,60,00,00,000
(b)	<b>ISSUED, SUBSCRIBED AND PAID UP CAPITAL</b> 122,413,333 Equity Shares of Rs.10/-each fully paid up	1,22,41,33,330	1,22,41,33,330
(c)	<b>RECONCILIATION OF THE NUMBER OF SHARES OUTSTANDING AT THE BEGINNING AND AT THE END OF THE YEAR</b> Shares outstanding at the beginning of the year Shares issued during the year	12,24,13,333 -	12,24,13,333 -
(d)	<b>Shares outstanding at the end of the year</b>	<b>12,24,13,333</b>	<b>12,24,13,333</b>

(e)	SHARE OF THE COMPANY HELD BY :-	No of Shares	No of Shares
	Its Holding Company Jindal ITF Limited	12,24,13,333	12,24,13,333

(f)	SHARES IN THE COMPANY HELD BY EACH SHAREHOLDER HOLDING MORE THAN 5% SHARES ARE AS UNDER:				
	Name of the Shareholder	As at 31st March 2014		As at 31st March 2013	
		No. of Shares Held	% of Holding	No. of Shares Held	% of Holding
	Jindal ITF Limited*	12,24,13,333	100%	12,24,13,333	100%

\* Including 700 Shares(Previous year 700 shares) held by Person/Companies as nominee of Jindal ITF Ltd.

(g)	Terms/Rights attached to Equity Shares
	The Company has only one class of equity shares having a par value of Rs.10/- per equity share. Each equity shareholder is entitled to one vote per share.

	DESCRIPTION	As at 31st March 2014	As at 31st March 2013
2	<b>RESERVES AND SURPLUS</b>		
(a)	<b>SECURITIES PREMIUM ACCOUNT</b> As per last account Add:- During the year	2,44,72,66,660 -	2,44,72,66,660
	<b>Closing Balance</b>	<b>2,44,72,66,660</b>	<b>2,44,72,66,660</b>
(b)	<b>PROFIT AND LOSS ACCOUNT</b> Profit/(Loss) Brought Forward Add:-Profit/(Loss) after tax for the year	(1,82,75,88,389) (31,14,59,997)	(1,32,46,70,092) (50,29,18,297)
	<b>Closing Balance</b>	<b>(2,13,90,48,386)</b>	<b>(1,82,75,88,389)</b>
	<b>Total Reserves and Surplus (a+b)</b>	<b>30,82,18,274</b>	<b>61,96,78,271</b>

3	<b>EQUITY SHARE APPLICATION MONEY PENDING ALLOTMENT</b>	<b>2,54,35,00,010</b>	<b>1,86,70,00,010</b>
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(62,233,334 Equity shares at a premium of Rs.20/-per share and 45,100,000 equity shares at a premium of Rs.5/- per share to be allotted till the end of next year. Authorised capital will be increased at the time of allotment of shares)



**JITF WATERWAYS LIMITED****Notes forming part of Balance sheet and Statement of Profit and Loss**

(Amount in Rs.)

	DESCRIPTION	As at 31st March 2014	As at 31st March 2013
4	<b>LONG-TERM BORROWINGS</b> <b>SECURED LONG TERM BORROWINGS</b> TERM LOAN FROM BANKS Ruppee Term Loan	1,27,15,80,562	1,34,04,70,215
	<b>Total Long Term Borrowings</b>	<b>1,27,15,80,562</b>	<b>1,34,04,70,215</b>

Term Loan from ICICI Bank of Rs.91.30 crores (Excluding current maturity of loan) carries interest@12.75 % p.a. repayable in 26 quarterly installments as follows: F.Y 2015-16 to F.Y 2016-17 Rs.13.78 crores each year,F.Y 2017-18 Rs.7.78 crores,F.Y2018-19 Rs.8.66 crores F.Y.2019-2020 Rs.19.74 crore and F.Y.2020-2021 Rs.27.56 crore.

Another Term loan from ICICI Bank of Rs.35.86 crore carries interest@13.75 % p.a.repayable in 15 quarterly installments as follows: F.Y2017-18 Rs.10.17 crore ,F.Y.2018-19 Rs 13.56 crore ,F.Y 2019-20 Rs. 5.35 Crore and F.Y.2020-21 Rs. 6.78 Crore.

Both Term Loans are secured against mortgage of Vessels by first charge in favour of Banks. Term Loans are also guaranteed by way of pledge of 30% equity of the company and also supported by letter of undertaking of ultimate holding company.

	DESCRIPTION	As at 31st March 2014	As at 31st March 2013
5	<b>LONG TERM PROVISIONS</b> For Employee Benefits Gratuity (unfunded) Leave Encashment (unfunded)	6,62,548	6,82,784
	<b>Total Long Term Provisions</b>	<b>6,62,548</b>	<b>6,82,784</b>

	DESCRIPTION	As at 31st March 2014	As at 31st March 2013
6	<b>SHORT TERM BORROWINGS</b> <b>SECURED SHORT TERM BORROWINGS</b> Loan repayable on Demand Working Capital Facility from Bank	2,76,21,555	7,86,83,575
	<b>TOTAL SHORT TERM BORROWINGS</b>	<b>2,76,21,555</b>	<b>7,86,83,575</b>

Working Capital Facility is secured by way of hypothecation and/or pledge of current assets namely finished good, raw material , work in progress , consumable stores and spares, book debts, bill receivable and by way of second charge in respect of other moveable and immoveable properties of the Company. Working Capital Facility is repayable on demand and carries interest @14.25% p.a.



**JITF WATERWAYS LIMITED****Notes forming part of Balance sheet and Statement of Profit and Loss**

(Amount in Rs.)

	<u>DESCRIPTION</u>	As at 31st March 2014	As at 31st March 2013
7	<b><u>TRADE PAYABLES*</u></b>		
	Dues to other than Micro and Small enterprises	26,86,26,538	71,14,92,294
	<b>Total Trade Payables</b>	<b>26,86,26,538</b>	<b>71,14,92,294</b>

\*There are no Micro and Small Enterprises, to whom the Company owes dues as at 31st March 2014. This Information as Required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company.

	<u>DESCRIPTION</u>	As at 31st March 2014	As at 31st March 2013
8	<b><u>OTHER CURRENT LIABILITIES</u></b>		
(a)	Current maturities of Long term debt.	6,88,89,653	-
(b)	Other payable		
	Due to Customer and others	17,49,277	10,27,153
	Due to Employees	21,70,697	28,50,545
	Statutory Liabilities	1,01,42,261	1,15,33,602
	Other Outstanding Liabilities	26,84,549	29,70,289
	<b>Total Other Current Liabilities</b>	<b>8,56,36,436</b>	<b>1,83,81,589</b>

	<u>DESCRIPTION</u>	As at 31st March 2014	As at 31st March 2013
9	<b><u>SHORT TERM PROVISIONS</u></b>		
	Provision for Leave encashment	53,293	-
	<b>Total Short Term Provisions</b>	<b>53,293</b>	<b>-</b>

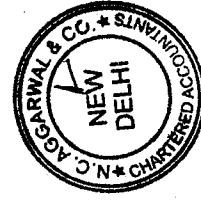


**ITF WATERWAYS LIMITED**  
**Notes forming part of Balance sheet and Statement of Profit and Loss**

**Note-10**

**FIXED ASSETS**

Fixed Assets	Gross Block					Accumulated Depreciation		Net Block		
	Balance as at 1st April 2013	Additions	Deduction	Other Adjustments *	Balance as at 31st March 2014	Balance as at 1st April 2013	Depreciation charge for the year	On disposals	Balance as at 31st March 2014	Balance as at 31st March 2013
<b>Tangible Assets</b>										
Leasehold Improvements	7,86,907	-	-	-	7,86,907	7,86,907	-	-	7,86,907	-
Vessels	2,11,11,24,305	11,70,68,198	-	-	2,22,81,92,503	36,60,11,373	10,82,18,314	-	47,42,29,687	1,74,51,12,932
Boat	4,72,02,866	-	-	-	4,72,02,866	77,97,981	15,76,576	-	93,74,557	3,94,04,885
Containers	21,81,25,577	12,26,587	-	-	21,93,52,164	3,86,51,457	1,04,32,637	-	17,02,68,070	17,94,74,120
Computers	25,97,791	-	-	-	25,97,791	17,75,340	4,07,817	-	21,83,157	8,22,451
Office Equipments	25,81,327	8,000	22,300	-	25,67,027	5,77,586	1,11,260	2,341	18,80,522	20,03,741
Furniture and Fixtures	12,93,777	-	-	-	12,93,777	4,34,964	71,353	-	5,06,317	8,58,813
Vehicles	5,47,803	-	-	-	5,47,803	1,17,843	56,879	-	1,74,722	4,29,960
<b>Total</b>	<b>2,38,42,60,353</b>	<b>11,83,02,786</b>	<b>22,300</b>	<b>-</b>	<b>2,50,25,40,837</b>	<b>41,61,53,451</b>	<b>12,08,74,837</b>	<b>2,341</b>	<b>1,96,55,14,892</b>	<b>1,96,81,06,902</b>
<b>Intangible Assets</b>										
Computer Software	66,69,068	1,65,186	-	-	68,34,254	32,58,997	11,06,640	-	43,65,637	34,10,071
<b>Total</b>	<b>66,69,068</b>	<b>1,65,186</b>	<b>-</b>	<b>-</b>	<b>68,34,254</b>	<b>32,58,997</b>	<b>11,06,640</b>	<b>-</b>	<b>43,65,637</b>	<b>34,10,071</b>
<b>Total (A+B)</b>	<b>2,39,09,29,421</b>	<b>11,84,67,972</b>	<b>22,300</b>	<b>-</b>	<b>2,50,93,75,091</b>	<b>41,94,12,448</b>	<b>12,19,81,477</b>	<b>2,341</b>	<b>1,96,79,89,509</b>	<b>1,97,15,16,973</b>
<b>Previous Year</b>	<b>3,13,77,04,985</b>	<b>55,23,96,960</b>	<b>1,29,91,72,526</b>	<b>-</b>	<b>2,39,09,29,419</b>	<b>43,33,84,349</b>	<b>13,19,98,917</b>	<b>14,59,70,820</b>	<b>1,97,15,16,974</b>	<b>2,70,43,20,636</b>



**JITF WATERWAYS LIMITED**

**Notes forming part of Balance sheet and Statement of Profit and Loss**

**Note 11**

**NON CURRENT INVESTMENTS**

Sr. No.	DETAILS OF INVESTMENTS	As at 31st March 2014			As at 31st March 2013		
		Nos.	Face Value (Rs.)	Amount (Rs.)	Nos.	Face Value (Rs.)	Amount (Rs.)
	<b>Non-Current Investments</b>						
	Equity Shares Fully Paid Up of Subsidiary Company - Unquoted JITF Shipping and Logistics (Singapore) Pte Ltd	1,09,04,001	1 US \$	56,10,48,199	1,09,04,001	1 US \$	
	<b>Total</b>			<b>56,10,48,199</b>		<b>56,10,48,199</b>	



**JITF WATERWAYS LIMITED****Notes forming part of Balance sheet and Statement of Profit and Loss**

(Amount in Rs.)

	<u>DESCRIPTION</u>	As at 31st March 2014	As at 31st March 2013
12	<b>DEFERRED TAX ASSETS</b>		
A	<b>Deferred Tax Liability</b> Difference on Account of book and tax depreciation	23,18,74,547	23,18,74,547
B	<b>Deferred Tax Assets</b> Carried forward losses	1,01,65,87,952	1,14,34,85,636
	Disallowance under Income Tax Act, 1961	2,21,529	2,21,529
	<b>Total Deferred Tax assets</b>	1,01,68,09,481	1,14,37,07,165
	<b>Net Deferred Tax Asset (Liability) (B-A)</b>	<b>78,49,34,933</b>	<b>91,18,32,617</b>

	<u>DESCRIPTION</u>	As at 31st March 2014	As at 31st March 2013
13	<b>Long-term loans and advances</b>		
(a)	<b>Capital Advances</b> Unsecured, Considered good	1,93,85,502	1,98,03,364
	<b>Sub Total- Capital Advances</b>	<b>1,93,85,502</b>	<b>1,98,03,364</b>
(b)	<b>Security Deposits</b> Unsecured, Considered good	82,43,902	94,54,000
	<b>Sub Total-Security Deposits</b>	<b>82,43,902</b>	<b>94,54,000</b>
(c)	<b>Loan and Advances to related parties</b> Unsecured, Considered good JITF Shipping & Logistics (Singapore) Pte.Ltd.	70,86,70,947	28,73,96,965
	<b>Sub Total -Loan and Advances to Related Parties</b>	<b>70,86,70,947</b>	<b>28,73,96,965</b>
	<b>Total Long Term Loans and Advances (a+b+c)</b>	<b>73,63,00,351</b>	<b>31,66,54,329</b>



**WATERWAYS LIMITED**

Partes forming part of Balance sheet and Statement of Profit and Loss

Note 14

**CURRENT INVESTMENTS**

DETAILS OF INVESTMENTS	As at 31st March 2014			As at 31st March 2013		
	Nos.	Face Value (Rs.)	Amount (Rs.)	Nos.	Face Value (Rs.)	Amount (Rs.)
<b>PARTICULARS</b>						
<b>Current Investments</b> <b>(At Cost Less Provision)</b>						
<b>Mutual Funds</b>						
Reliance Liquidity Fund - Growth Option	33,002.15	1,623.76	5,35,87,569	33,002.15	1,623.76	5,35,87,569
Citi Bank - Investment	-	-	-	-	-	2,04,24,150
<b>Total-Aggregate value of current investments</b>			<b>5,35,87,569</b>			<b>7,40,11,719</b>
<b>Market value of current investment</b>			<b>6,37,63,280</b>			<b>7,87,28,291</b>



**JITF WATERWAYS LIMITED****Notes forming part of Balance sheet and Statement of Profit and Loss**

(Amount in Rs.)

	<u>DESCRIPTION</u>	As at 31st March 2014	As at 31st March 2013
15	<b><u>Inventories</u></b>		
	Store and Spares	2,07,10,595	3,36,87,095
	Fuel and Lubricants	5,22,07,508	5,48,02,867
	<b>Total Inventories</b>	<b>7,29,18,103</b>	<b>8,84,89,962</b>

	<u>DESCRIPTION</u>	As at 31st March 2014	As at 31st March 2013
16	<b><u>Trade Receivables</u></b>		
A	<b><u>Outstanding Exceeding Six Months</u></b>		
	Unsecured, Considered good	39,67,13,452	17,99,57,051
	<b>Sub Total-Outstanding Exceeding Six Months</b>	<b>39,67,13,452</b>	<b>17,99,57,051</b>
B	<b><u>Outstanding Less than Six Months</u></b>		
	Unsecured, Considered good	53,24,63,014	1,09,87,72,631
	<b>Sub Total-Outstanding Less than Six Months</b>	<b>53,24,63,014</b>	<b>1,09,87,72,631</b>
	<b>Total Trade Receivables (A+B)</b>	<b>92,91,76,466</b>	<b>1,27,87,29,682</b>

	<u>DESCRIPTION</u>	As at 31st March 2014	As at 31st March 2013
17	<b><u>Cash and Bank Balances</u></b>		
A.	<b><u>Cash and Cash Equivalents</u></b>		
	<b>Balances with Banks</b>		
	Current Accounts	5,07,07,192	2,63,22,180
	Deposits with original maturity of less than three months*	1,93,15,720	1,93,15,720
	Cash on Hand	1,54,512	57,886
B.	<b><u>Other Bank Balances</u></b>		
	Deposits with original maturity of more than three month but less than 12 months*	6,94,60,022	6,94,60,022
	Fixed Deposits with original maturity of more than 12 months*	3,27,383	3,27,383
	<b>Total Cash and Bank Balances (A+B)</b>	<b>13,99,64,829</b>	<b>11,54,83,191</b>

\*Pledged with banks as margin for bank Guarantee



**JITF WATERWAYS LIMITED****Notes forming part of Balance sheet and Statement of Profit and Loss**

(Amount in Rs.)

	<u>DESCRIPTION</u>	As at 31st March 2014	As at 31st March 2013
<b>18</b>	<b>Short-term loans and advances</b>		
<b>(A)</b>	<b>Loan and Advances to related parties</b>		
	Unsecured, Considered good		
	JITF Shipyards Limited	-	1,60,88,157
	<b>Recoverable against sale of fixed assets</b>		
	-Jindal ITF Limited	9,89,41,347	10,75,00,534
	-JITF Shipping & Logistics (Singapore) Pte.Limited	3,75,12,646	3,39,48,308
	<b>Sub Total- Loan and Advances to Related Parties</b>	<b>13,64,53,993</b>	<b>15,75,36,999</b>
<b>(B)</b>	<b>Other</b>		
	Unsecured, Considered good		
	Advance Recoverable in Cash or in kind		
	TDS Receivable	7,21,40,105	6,11,30,420
	Advance To vendors	6,38,17,271	8,55,70,934
	Others *	19,85,10,824	23,32,08,992
	<b>Sub Total -Other Short Term Loans and Advances</b>	<b>33,44,68,200</b>	<b>37,99,10,346</b>
	<b>Total -Short Term Loans and Advances (A+B)</b>	<b>47,09,22,193</b>	<b>53,74,47,345</b>

\* includes claim receivable, cenvat credit receivable and advances etc.

	<u>DESCRIPTION</u>	As at 31st March 2014	As at 31st March 2013
<b>19</b>	<b>Other Current Assets</b>		
	Interest accrued on Investment /Fixed Deposit	1,31,96,394	53,08,051
	<b>Total Other Current Assets</b>	<b>1,31,96,394</b>	<b>53,08,051</b>



**JITF WATERWAYS LIMITED****Notes forming part of Balance sheet and Statement of Profit and Loss**

(Amount in Rs.)

	<u>DESCRIPTION</u>	Year ended 31st March 2014	Year ended 31st March 2013
20	<b>Revenue from Operation</b>		
	Sale of Services		
	Cargo Freight Revenue	1,07,68,69,386	1,96,84,03,148
	Charter Hire Revenue	5,41,64,282	96,41,944
	Container Hire Charges	1,17,96,750	1,03,68,760
	Other Operating Revenue		
	Ground rent recovery	46,74,148	1,27,42,706
	Other Receipt	12,55,847	68,392
	<b>Net Revenue from Operation</b>	<b>1,14,87,60,413</b>	<b>2,00,12,24,950</b>

	<u>DESCRIPTION</u>	Year ended 31st March 2014	Year ended 31st March 2013
21	<b>Other Income</b>		
	Interest Income on Fixed Deposit	87,41,433	61,24,847
	Profit on Sale of current Investment	-	1,79,32,884
	<u>Other non-operating income (Net of expenses)</u>		
	Miscellaneous Income	6,113	9,18,983
	Guarantee Commission	-	40,28,175
	Interest Income on loan from Related Party	-	1,17,07,678
	Provision no longer required written back	61,672	2,894
	Applicable net gain on foreign currency transactions and translation	-	2,56,44,477
	<b>Total</b>	<b>88,09,218</b>	<b>6,63,59,938</b>

	<u>DESCRIPTION</u>	Year ended 31st March 2014	Year ended 31st March 2013
22	<b>Employee Benefits Expense</b>		
	Salaries and Wages	2,16,86,102	2,38,61,541
	Contribution to provident and other funds	8,75,082	12,30,239
	Staff Welfare Expenses	19,571	2,37,698
	<b>Total</b>	<b>2,25,80,755</b>	<b>2,53,29,478</b>

	<u>DESCRIPTION</u>	Year ended 31st March 2014	Year ended 31st March 2013
23	<b>Finance Costs</b>		
	Interest on term loan	17,65,28,498	19,85,61,051
	Interest on working capital loan	80,12,756	96,56,473
	Finance and Bank Charges	2,05,83,254	1,93,88,782
	<b>Total</b>	<b>20,51,24,508</b>	<b>22,76,06,306</b>



**JITF WATERWAYS LIMITED****Notes forming part of Balance sheet and Statement of Profit and Loss**

(Amount in Rs.)

	<u>DESCRIPTION</u>	Year ended 31st March 2014	Year ended 31st March 2013
<b>24</b>	<b><u>Depreciation and amortization expense</u></b>		
	Depreciation on Fixed Assets	12,08,74,836	13,09,17,861
	Amortization of Intangible assets	11,06,640	10,81,056
	<b>TOTAL</b>	<b>12,19,81,476</b>	<b>13,19,98,917</b>

	<u>DESCRIPTION</u>	Year ended 31st March 2014	Year ended 31st March 2013
<b>25</b>	<b><u>Operational Expenses</u></b>		
	Fuel Consumption	18,76,23,514	30,09,05,798
	Ship Management Expenses	11,40,43,140	16,61,52,285
	Vessel and Containers Related Port Charges	15,64,87,339	21,73,48,978
	Insurance	2,28,84,551	2,39,11,766
	Commission to Cargo/Vessels Agents	26,49,496	63,25,705
	Transportation Charges	2,99,72,853	3,80,43,396
	Vessel Hire Charges	42,59,44,180	83,33,71,127
	Hire Charges including containers	3,73,22,635	3,69,44,836
	Repair and Maintenance	6,10,45,080	7,72,94,028
	<b>Total</b>	<b>1,03,79,72,787</b>	<b>1,70,02,97,919</b>

	<u>DESCRIPTION</u>	Year ended 31st March 2014	Year ended 31st March 2013
<b>26</b>	<b><u>Other Expenses</u></b>		
	Water and Electricity Charges	-	1,92,892
	Rent	-	26,27,146
	Rates and Taxes	38,29,274	57,10,013
	Legal and Professional Charges	24,78,385	37,40,790
	Auditor's Remuneration:		
	-As Audit Fees	1,70,000	1,70,000
	-As Tax Audit Fees	70,000	70,000
	Donation	-	50,000
	Printing and Stationery	88,945	1,97,138
	Software Expense	1,700	12,72,575
	Communication Expenses	3,80,022	9,25,726
	Travelling and Conveyance	33,04,698	31,28,619
	Repair and Maintenance	1,99,444	10,74,207
	Loss on Sale of Fixed Assets	15,959	5,113
	Miscellaneous Expenses	9,96,569	45,16,749
	Miscellaneous Expenses Written off	-	4,00,001
	<b>Total</b>	<b>1,15,34,995</b>	<b>2,40,80,969</b>

	<u>DESCRIPTION</u>	Year ended 31st March 2014	Year ended 31st March 2013
<b>27</b>	<b><u>Extraordinary items</u></b>		
	Loss on Sale of Vessels	-	69,59,18,590
	<b>Total</b>	<b>-</b>	<b>69,59,18,590</b>



**JITF WATERWAYS LIMITED**  
**SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO FINANCIAL STATEMENTS**  
**NOTE:28**

**1. Nature of Operations**

JITF Waterways Limited is a Company incorporated on 24<sup>th</sup> January, 2007 with the main object to carry on the business to establish, build, maintain, operate barrages, jetties, ports, terminals, canals, water ways, for transportation by water, cargo, goods, material, passengers, shipping for the purpose of establishing and providing of necessary infrastructure / support /logistics on its own or otherwise in and outside India.

**2. Statement of Significant Accounting Policies**

**(a) Basis of preparation**

The financial statements have been prepared to comply in all material respects with the mandatory Accounting Standards issued by the Institute of Chartered Accountants of India and the relevant provisions of the Companies Act, 1956. The financial statements have been prepared under the historical cost convention on an accrual basis.

**(b) Revenue Recognition**

Freight and demurrage earnings are recognized on completed voyage basis/ upon loading of the Vessel depending upon the risk and rewards transferred. Time Charter earning are recognized on accrual basis except where the charter party agreements have not been renewed/ finalized, in which case it is recognized on provisional bases.

**(c) Fixed Assets**

**(i) Valuation of Fixed Assets**

a) Tangible Fixed assets are stated at cost less accumulated depreciation. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use.

Borrowing costs that are directly attributable to the acquisition / construction of the qualifying assets are capitalized as a part of the respective assets, up to the date of acquisition/ completion of construction.

b) Software which is not an integral part of related hardware is classified as an Intangible asset and is stated at cost.

**(ii) Depreciation**

Depreciation is provided using the Straight Line Method as per the useful lives of the assets estimated by the management, or at the rates prescribed under schedule XIV of the Companies Act, 1956 whichever is higher

**(iii) Expenditure during construction period for new projects /expansion cum modernization projects**

Expenditures which are directly attributable to identified assets and incurred during the construction period are included under capital work-in-progress, till the completion of the project. Expenditures which are not directly attributable to an identified asset forming part of a project, including interest on borrowed funds, are carried to pre-operative expenses, till the completion of the project. On completion of the project, capital work in progress along with pre-operative expenses is carried to respective fixed assets.

**(d) Impairment of Assets**

An asset is treated as impaired when the carrying cost of asset exceeds its recoverable value. An impairment loss is charged to the profit and loss account in the year in which an asset is identified as impaired. The impairment loss is recognized in prior accounting period is reversed if there has been a change in the estimation of recoverable amount.

**(e) Inventory Valuation**

Inventories of fuel oil and stores and spares are carried at cost or net realisable value whichever is lower. Cost is determined on first in first out basis.

**(f) Foreign Exchange Transaction**

Foreign currency transactions are recorded at the exchange rate prevailing at the date of transaction. Monetary foreign currency assets and liabilities are translated at the year end exchange rates. All exchange differences are dealt with in the Profit & Loss Account. In case of forward foreign exchange contracts, exchange difference are dealt within the Profit and Loss Account over the life of the contract. Non monetary foreign currency items are carried at historic costs. Gain or loss on reinstatement on the forward exchange transaction or on cancellation of forward exchange contracts, if any, is reflected in the Profit and Loss Account or capitalized till the date of installation of such fixed asset.



**JITF WATERWAYS LIMITED**  
**SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO FINANCIAL STATEMENTS**  
**NOTE:28**

**(g) Investments**

Long-term investments are stated at cost which inter-alia includes brokerage, commission, stamp duty etc. When there is a decline in their value except temporary decline, the carrying amount is reduced on an individual investment basis and decline is charged to the Profit and Loss account. Appropriate adjustment is made in carrying cost of investment in case of subsequent rise in value of investments.

**(h) Earnings Per Share**

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the year. Partly paid equity shares are treated as a fraction of an equity share to the extent that they were entitled to participate in dividends relative to a fully paid equity share during the reporting period.

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

**(i) Provision, Contingent Liabilities and Contingent Assets**

Provision involving substantial degree of estimation in measurement are recognized where there is a present obligation as a result of past event and it is probable that there will be an outflow of resources. Contingent liabilities are not provided for in the accounts but are separately disclosed by way of a note. Contingent assets are neither recognized nor disclosed in the financial statement.

**(j) Retirement Benefits**

- (i) Liabilities in respect of gratuity to the employees are accounted for on actuarial valuation basis as per determined at the year end.
- (ii) Liabilities in respect of accumulated leaves to the credit of employees are accounted for on actuarial valuation basis as per determined at the year end.

**(k) Use of Estimates**

The preparation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting year. Differences between the actual results and the estimates are recognized in the year in which the results are know/materialized.

**(l) Miscellaneous Expenditure**

Preliminary Expenses i.e. Share issue expenses on incorporation are amortized in five years after the Commencement of Business.

**(m) Taxation**

- (i) Current tax provision is computed for income calculated after considering allowances and exemptions under the provisions of the applicable Income Tax Laws.
- (ii) Deferred Tax is accounted at the current rate of tax to the extent of temporary timing differences that originate in one year and are capable of reversal in one or more subsequent years.

**3. Contingent liabilities**

(Amount in Rs.)

Description	As at 31.03.2014	As at 31.03.2013
Bank Guarantees Outstanding	29,464,320	36,097,500
Corporate Guarantees issued to lenders of subsidiary	749,492,495	842,544,544
<b>Total</b>	<b>778,956,815</b>	<b>878,642,044</b>

4. The Company has not received any information from suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosures, if any, relating to amounts unpaid as at the yearend together with interest paid/payable as required under the said act have not been given.



**JITF WATERWAYS LIMITED**  
**SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO FINANCIAL STATEMENTS**  
**NOTE:28**

5. Keeping in view the virtual certainty supported by the convincing evidence no deferred tax assets has been created during the year .The company has reversed the deferred tax assets of certain years which is going to lapsed.
6. Appeals in respect of certain assessments are pending and additional tax liability/refunds consequent on decision of the same is not determinable. However, on the basis of the tax return filed and assessment completed, the provision for taxation made is adequate
7. Certain balances of Sundry Debtors, Creditors and other advances are subject to confirmation and/or reconciliation. The effect of the same, if any, which are not likely to be material, will be adjusted at the time of confirmation.
8. The company has unquoted investment in overseas subsidiary company of Rs.561,048,199 where in the said subsidiary company has accumulated losses and the fair value (amount unascertained) is under cost. Considering the long term strategic investment and future prospect, such diminution in the opinion of the management has been considered to be of temporary nature hence no provision for the same is considered necessary.
9. A sum of Rs.708,670,947 is outstanding from overseas subsidiary company which has accumulated losses having regard to long term involvement and future prospectus no provision is considered necessary towards the outstanding loan.

**10. Segment Reporting**

**(i) Information about Business Segment.**

Company has only one business segment i.e. Transportation by waterways.

**(ii) Secondary segment (Geographical Segment)**

The Secondary Segment is Geographical, the information of which is as under:-

**(Amount in Rs.)**

Particulars		With in India	Outside India	Total
Revenue from operation	F.Y 2013-14	566,203,388	582,557,025	1,148,760,413
	F.Y 2012-13	889,551,477	1,111,673,473	2,001,224,950
Segment Assets	F.Y 2013-14	294,1860,906	2,003,236,706	4,945,097,612
	F.Y 2012-13	3,064,857,030	1,883,832,372	4,948,689,402
Capital Expenditure	F.Y 2013-14	118,467,972	-	118,467,972
	F.Y 2012-13	405,194,531	-	405,194,531

**11. Related Party Transactions**

**(a). List of Related Parties & Relationship (As identified by the Management)**

**(i) Holding Company**

Jindal ITF Limited (Direct holding)

Jindal Saw Limited (Indirect holding through Jindal ITF Limited)

**(ii) Subsidiary Company**

JITF Shipping & Logistics (Singapore) Pte. Ltd.



**JITF WATERWAYS LIMITED**  
**SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO FINANCIAL STATEMENTS**  
**NOTE:28**

**(iii) Fellow Subsidiary Companies:**

- JITF Water Infrastructure Limited
- JITF Urban Infrastructure Services Limited
- JITF Urban Infrastructure Limited
- JITF Shipyards Limited
- Jindal Rail Infrastructure Limited
- JITF Infralogistics Limited
- Jindal Intellicom Limited
- JITF ESIPL CETP (Sitarganj) Limited (Indirect)
- Timarpur-Okhla Waste Management Company Private Limited (Indirect)
- JITF Water Infra (Naya Raipur) Limited (Indirect)
- JITF Coal Logistics Limited
- JITF Urban Waste Management (Bathinda ) Limited (Indirect)
- JITF Urban Waste Management (Ferozepur ) Limited (Indirect)
- JITF Urban Waste Management (Jalandhar ) Limited (Indirect)
- JITF Industrial Infrastructure Development Company Limited
- IUP Jindal Metals & Alloys Limited (Indirect)
- S.V. Trading Limited (Indirect)
- Jindal Saw USA, LLC (Indirect)
- Jindal Saw Holding FZE (Indirect)
- Jindal Saw Middle East FZC (Indirect)
- Jindal Saw Gulf LLC (Indirect)
- Intellicom Insurance Advisors Limited (Indirect)
- Ralael Holdings Limited (Indirect)
- Jindal Saw Italia S.P.A (Indirect)
- Jindal Fittings Ltd.
- Quality Iron & steel Ltd.
- Green Ray Holdings
- Derwent Sand SARL(Indirect)
- Universal Tube Accessories Pvt. Limited
- Jindal Saw Espana SL

**Joint Venture**

- JWIL-SSIL JV
- SMC-JWIL JV
- JWIL-RANHILL JV
- TAPI-JWIL JV

**Key Management Personnel**

1. Capt Vivek Shrivastva (w.e.f 7<sup>th</sup> November,2013)
2. Capt. Pankaj Kumar (upto 13<sup>th</sup> September,2013)

**(b). Transactions**

**(Amount in Rs.)**

Description	Holding Company ( Jindal ITF LTD)		Fellow Subsidiary/Subsidiary Company		Total	
	Current Year	Previous year	Current Year	Previous year	Current Year	Previous year
Amount received as share application money: Jindal ITF Limited	861,000,000	1,899,500,000	Nil		861,000,000	1,899,500,000



**JITF WATERWAYS LIMITED**  
**SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO FINANCIAL STATEMENTS**  
**NOTE:28**

<b>Share Application Money Returned: Jindal ITF Limited</b>	184,500,000	695,500,000	Nil	Nil	184,500,000	695,500,000
<b>Expenses reimbursed/to be reimbursed Jindal ITF Limited</b>	211,640	Nil	Nil	Nil	211,640	Nil
<b>JITF Shipping &amp; Logistics(Singapore)Pte. Ltd</b>	Nil	Nil	2,627,738	Nil	2,627,738	Nil
<b>Expenses recovered/to be recovered Jindal ITF Limited</b>	16,647,036	4,455,359	Nil	Nil	16,647,036	4,455,359
<b>JITF Shipping &amp; Logistics(Singapore)Pte. Ltd</b>	Nil	Nil	Nil	2,051,860	Nil	2,051,860
<b>Vessel hire Charges : Jindal ITF Limited</b>	4,99,96,131	Nil	Nil	Nil	4,99,96,131	Nil
<b>Guarantee Commission charged JITF Shipping &amp; Logistics(Singapore)Pte. Ltd</b>	Nil	Nil	Nil	4,028,175	Nil	4,028,175
<b>Description</b>	<b>Holding Company ( Jindal ITF LTD)</b>		<b>Fellow Subsidiary/Subsidiary Company</b>		<b>Total</b>	
<b>Interest on loan charged JITF Shipping &amp; Logistics(Singapore)Pte. Ltd</b>	Nil	Nil	Nil	11,707,678	Nil	11,707,678
<b>Loan given JITF Shipping &amp; Logistics(Singapore)Pte. Ltd</b>	Nil	Nil	436,838,623	561,457,785	436,838,623	561,457,785
<b>Loan received back from : JITF Shipping &amp; Logistics(Singapore)Pte. Ltd</b>	Nil	Nil	Nil	285,768,498	Nil	285,768,498
<b>Sale of Vessels / Barges : Jindal ITF Limited</b>	Nil	391,485,576	Nil	Nil	Nil	391,485,576



**JITF WATERWAYS LIMITED**
**SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO FINANCIAL STATEMENTS**
**NOTE:28**

<b>Investment in shares</b> JITF Shipping & Logistics(Singapore)Pte. Ltd	Nil	Nil	Nil	366,602,468	Nil	366,602,468
<b>Amount Given</b> JITF Shipyards Limited	Nil	Nil	Nil	1,500,000	Nil	1,500,000
<b>Purchase of Barges</b> JITF Shipyards Limited	Nil	Nil	Nil	125,268,006	Nil	125,268,006
<b>Amount Receivables</b> JITF Shipyards Limited	Nil	Nil	Nil	16,088,157	Nil	16,088,157
<b>Balance as on 31.3.2014</b>						
<b>Amount receivable:</b> Jindal ITF Limited	116,899,221	107,500,534	Nil	Nil	116,899,221	107,500,534
JITF Shipping & Logistics(Singapore)Pte. Ltd	Nil	Nil	37,512,646	33,948,308	37,512,646	33,948,308
<b>Loan Receivable :</b> JITF Shipping & Logistics(Singapore)Pte. Ltd	Nil	Nil	708,670,948	287,396,965	708,670,948	287,396,965
<b>Share Application Money:</b> Jindal ITF Limited	2,543,500,010	1,867,000,010	Nil	Nil	2,543,500,010	1,867,000,010
<b>Share Capital Including share premium:</b> Jindal ITF Limited	3,671,399,990	3,671,399,990	Nil	Nil	3,671,399,990	3,671,399,990
<b>Investment in Share Capital</b> JITF Shipping & Logistics(Singapore)Pte. Ltd	Nil	Nil	561,048,199	561,048,199	561,048,199	561,048,199



**JITF WATERWAYS LIMITED**  
**SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO FINANCIAL STATEMENTS**  
**NOTE:28**

**(c) Remuneration to Key Management Personnel**

Salary, bonus and contribution to PF	Current Year (Rs.)	Previous Year (Rs.)
Capt Vivek Shrivastva	1,923,840	Nil
Jai Singh Khurana	Nil	3,552,580
Capt Pankaj Kumar	1,968,224	633,407

Note: The above remuneration to the key management personnel does not include the provisions made for gratuity and leave benefits, as they are determined on an actuarial basis for the company as a whole.

**12. Director Remuneration**

(Amount in Rs.)

Particulars	Current year	Previous year
Salary including allowances	Nil	3,209,976
Commission	Nil	--
Contribution to Provident Fund	Nil	111,871
Perquisites paid	Nil	230,733
Total	Nil	3,552,580

13. The disclosure regarding employee benefits as per AS-15 on "Employee Benefits" (Revised 2005) are as under:-

**Defined Contribution Plan:**

Company's contribution to Provident Fund Rs. 7,32,885/- (Previous Year Rs. 1,118,629/-)

**Defined Benefits Plan:**

**Gratuity and leave encashment**

Actuarial Assumptions	Gratuity (Funded)		Leave Encashment (Non-Funded)	
	Current Year	Previous year	Current Year	Previous year
Discount Rate (per annum)	0.09	0.08	0.09	0.08
Future salary Increase	0.065	0.055	0.065	0.055
Expect return on plan assets	0.065	0.08	0.00	0.00
Mortality rate		LIC (1994-96) Ultimate Mortality Table		LIC (1994-96) Ultimate Mortality Table

The assumption of future salary increase takes into account the inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.

Reconciliation of present value of obligation	Gratuity (Funded)		Leave Encashment (Non-Funded)	
	Current Year	Previous Year	Current Year	Previous Year
	(Amount in Rs.)		(Amount in Rs.)	
Present value of Gratuity/ obligation at the beginning of the Year	326250	354120	682784	96319



**JITF WATERWAYS LIMITED**  
**SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO FINANCIAL STATEMENTS**  
**NOTE:28**

Current Service Cost	197648	199088	489146	296038
Past Service Cost				
Interest Cost	29363	28330	61450	47706
Benefits paid			(648443)	(454476)
Actuarial (gain)/ loss	24162	(255288)	647512	(13986)
Present value of obligation at the end of the Year	328960	326250	715841	471601
	<b>Gratuity (Funded)</b>		<b>Leave Encashment (Un-Funded)</b>	
	<b>(Amount in Rs.)</b>		<b>(Amount in Rs.)</b>	
Present value of obligation at the end of the Period	328960	326250	715841	471601
Fair value of plan assets at end of the Year	1464456	1285658		-
Funded Status/Difference	1135496	959408	(715841)	(471601)
Excess of actual over estimated	3456	-		-
Net present value of funded obligation recognized as asset/(liability) in the Balance Sheet	1135496	959408	(715841)	(471601)
	<b>Gratuity (Un-Funded)</b>		<b>Leave Encashment* (Un-Funded)</b>	
	<b>(Amount in Rs.)</b>		<b>(Amount in Rs.)</b>	
Current Service Cost	197648	199088	489146	296038
Interest Cost	29363	28330	61450	47706
Expect return on plan assets	86782	(95234)		-
Actuarial (gain)/loss recognised in the Year	20706	(255288)	647512	(13986)
Past Service Cost		-		-
Total expenses recognised in the Profit and Loss Account for the Year	160935	(123104)	1198108	329758

**14. Financial and Derivative Instruments**

(a) Nominal amounts of derivative contracts entered into by the company and outstanding as at 31st March, 2013 for hedging Currency and interest rate related risks:

S.No	Particulars	As at 31 <sup>st</sup> March,2014	As at 31 <sup>st</sup> March,2013
1.	Interest rate swaps	--	--
2.	Options	--	--
3.	Forward Contracts	--	--



**JITF WATERWAYS LIMITED**  
**SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO FINANCIAL STATEMENTS**  
**NOTE:28**

b) Foreign Currency exposures that has not been hedged by derivative instrument or otherwise are as under:

(Rs. In Lacs)

S.No	Particulars	As at 31 <sup>st</sup> March, 2014	As at 31 <sup>st</sup> March, 2013
1.	Receivables/ inflow	14,416.07	13,330.69
2.	Payable/ Outflow	2,045.60	6,457.15

**15. (A) Expenditure in Foreign Exchange including expenditure for capital goods**

Description	Current Year	Previous Year
	Amount (Rs.)	Amount (Rs.)
Oil and Fuel Expenses	6,976,977	17,405,921
Store, spares, repair & maintenance for vessel & survey fees	13,623,600	26,916,212
Insurance	11,898,478	20,710,856
Legal & Professional	740,106	1,401,682
Communication	2,972,296	3,781,656
Travelling	62,599	-
Charter Hire Charges	425,944,180	833,371,127
Survey Charges	1,088,388	-
Dry Dock Charges for vessels	109,887,526	94,201,955
Others	1,785,353	768,840
<b>Total</b>	<b>574,979,503</b>	<b>998,558,249</b>

**(B) Revenue in Foreign Exchange :**

Description	Current Year	Previous Year
	Amount (Rs.)	Amount (Rs.)
Cargo freight Revenue	582,557,025	1,11,16,73,473
Guarantee Commission Received	Nil	4,028,175
Interest Income on Loan given to Related Party	Nil	11,707,678
<b>Total</b>	<b>582,557,025</b>	<b>1,12,7,40,9,326</b>



**JITF WATERWAYS LIMITED**  
**SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO FINANCIAL STATEMENTS**  
**NOTE:28**

16. a) Earnings per share (EPS) before extraordinary item after tax :

(Amount in Rs.)

Description	Year ended 31st March, 2014	Year ended 31st March, 2013
<b>Basic and Diluted</b>		
Loss for the year before extraordinary item before tax	(184,562,313)	(41,728,701)
Deferred Tax (Assets) before extraordinary item	(126,897,684)	8,938,205
Loss for the year before extraordinary item after adjusted deferred tax as above	(311,459,997)	(32,790,496)
No. of shares outstanding at the end of year	122,413,333	122,413,333
Weighted Average No of Shares outstanding for calculating EPS	122,413,333	122,413,333
Basic and Diluted Earnings per share	(2.54)	(0.27)

b) Earnings per share (EPS) after extraordinary item after tax :

Description	Year ended 31st March, 2014 (Rs.)	Year ended 31st March 2013 (Rs.)
<b>Basic and Diluted</b>		
Loss for the year after extraordinary item after tax	(311,459,997)	(502,918,297)
No. of shares outstanding at the end of year	122,413,333	122,413,333
Weighted Average No of Shares outstanding for calculating EPS	122,413,333	122,413,333
Basic and Diluted Earnings per share	(2.54)	(4.11)

17 Previous year figures has been regrouped/rearranged wherever considered necessary

As per our report of even date

For N. C. Aggarwal & Co.  
 Chartered Accountants  
 Firm Registration No: 003273N

G. K. Aggarwal  
 Partner  
 Membership No. 086622

Place :New Delhi  
 Dated: 12<sup>th</sup> May.2014



For and on behalf of the Board of Directors of  
 JITF Waterways Limited

Amit Bajpai  
 Director  
 DIN No:01728337

Anuj Kumar  
 Director  
 DIN No:05295914

Pranay Kumar

C.F.O

**STATEMENT PURSUANT TO EXEMPTION UNDER SECTION 212(8) OF THE COMPANIES ACT, 1956 RELATING TO SUBSIDIARY COMPANIES**

S.No.	Name of the Subsidiary Company		Capital including Share Application Money	Reserve (Net of Accumulated Losses)	Total Assets	Total Liabilities (Outside)	Investment included in Total Assets (other Than in Subsidiaries)	Turnover/ Total Income	Profit/ (Loss) before Taxation	Provision for Taxation	Profit/(Loss) after Taxation	Proposed Dividend.
1	JITF Shipping & Logistics (Singapore)Pte. Limited	Rs. In Lacs USD	6,553.28 10,904.001	(6,370.61) (10,600,051)	16,543.73 27,527,096	16,361.06 27,223,146	-	4,081.18 6,790,971	(2,981.28) (4,960,550)	-	(2,981.28) (4,960,550)	NIL

NOTE: Exchange Rates as on 31.03.2014- 1 US \$ = 60.0098

## NOTICE

Notice is hereby given that the 6<sup>th</sup> Annual General Meeting of the members of JITF Waterways Limited will be held on Thursday, the 26<sup>th</sup> day of September, 2013 at 28, Shivaji Marg, New Delhi – 110015 at 10:00 AM to transact the following business:

### **AS ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance Sheet of the Company for the Financial Year ended on 31<sup>st</sup> March, 2013 and the Statement of Profit and Loss account for the year ended on that date along with the Reports of the Directors and Auditors thereon.
2. To appoint Auditors and fix their remuneration by passing the following resolution as an Ordinary Resolution with or without modification(s):

**"RESOLVED THAT M/s. N.C. Aggarwal & Co., Chartered Accountants be and are hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting for auditing the accounts of the company for the financial year 2013-2014 at such remuneration as may be determined by the Board of Directors of the company".**

### **AS SPECIAL BUSINESS:**

3. To consider and if thought fit, to pass with or without modifications, the following Resolution as an Ordinary Resolution:

**"RESOLVED THAT Mr. Vikram Puri who has been appointed as an Additional Director of the Company by the Board of Directors under section 260 of the Companies Act, 1956 and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received Notice in writing, under section 257 of the Companies Act, 1956 from a member signifying his intention to propose him as a candidate for the office of a Director of the Company, be and is hereby appointed as Director of the Company."**

4. To consider and if thought fit, to pass with or without modifications, the following Resolution as an Ordinary Resolution:

**"RESOLVED THAT Mr. Alok Kumar who has been appointed as an Additional Director of the Company by the Board of Directors under section 260 of the Companies Act, 1956 and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received Notice in writing, under section 257 of the Companies Act, 1956 from a member signifying his intention to propose him as a candidate for the office of a Director of the Company, be and is hereby appointed as Director of the Company."**

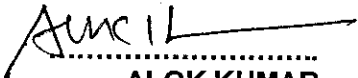
5. To consider and if thought fit, to pass with or without modifications, the following Resolution as an Ordinary Resolution:

**"RESOLVED THAT Mr. Anuj Kumar who has been appointed as an Additional Director of the Company by the Board of Directors under section 260 of the Companies Act, 1956 and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received Notice in writing, under section 257 of the Companies Act, 1956 from a member signifying his intention to propose him as a candidate for the office of a Director of the Company, be and is hereby appointed as Director of the Company."**

6. To consider and if thought fit, to pass with or without modifications, the following Resolution as an Ordinary Resolution:

**"RESOLVED THAT** Mr. Amit Bajpai who has been appointed as an Additional Director of the Company by the Board of Directors under section 260 of the Companies Act, 1956 and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received Notice in writing, under section 257 of the Companies Act, 1956 from a member signifying his intention to propose him as a candidate for the office of a Director of the Company, be and is hereby appointed as Director of the Company."

**BY ORDER OF THE BOARD OF DIRECTORS**

  
.....  
**ALOK KUMAR**  
**DIRECTOR**

**Place: New Delhi**

**Dated: 22<sup>nd</sup> August, 2013**

**NOTES:**

1. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. Proxy in order to be effective must be received by the Company not less than 48 hours before the meeting.
2. Explanatory Statement under Section 173(2) of the Companies Act, 1956 relating to Special Business to be transacted at the Meeting is annexed hereto.

**EXPLANATORY STATEMENT**

**(Pursuant to Section 173(2) of the Companies Act, 1956)**

**ITEM NO. 3:**

The Board of Directors of the Company had appointed Mr. Vikram Puri as an Additional Director as per section 260 of the Companies Act, 1956 w.e.f. 12<sup>th</sup> December, 2012 and as such he holds office upto the date of this Annual General Meeting. A notice under Section 257 of Companies Act, 1956 has been received by the Company from a member signifying his intention to propose the candidature of Mr. Vikram Puri for appointment as Director in this behalf.

None of the Directors except Mr. Vikram Puri is concerned or interested in the Resolution.

The Board of Directors recommends passing of the proposed resolution as an Ordinary Resolution.

**ITEM NO. 4:**

The Board of Directors of the Company had appointed Mr. Alok Kumar as an Additional Director as per section 260 of the Companies Act, 1956 w.e.f. 15<sup>th</sup> January, 2013 and as such he holds office upto the date of this Annual General Meeting. A notice under Section 257 of Companies

Act, 1956 has been received by the Company from a member signifying his intention to propose the candidature of Mr. Alok Kumar for appointment as Director in this behalf.

None of the Directors except Mr. Alok Kumar is concerned or interested in the Resolution.

The Board of Directors recommends passing of the proposed resolution as an Ordinary Resolution.

**ITEM NO. 5:**

The Board of Directors of the Company had appointed Mr. Anuj Kumar as an Additional Director as per section 260 of the Companies Act, 1956 w.e.f. 15<sup>th</sup> January, 2013 and as such he holds office upto the date of this Annual General Meeting. A notice under Section 257 of Companies Act, 1956 has been received by the Company from a member signifying his intention to propose the candidature of Mr. Anuj Kumar for appointment as Director in this behalf.

None of the Directors except Mr. Anuj Kumar is concerned or interested in the Resolution.

The Board of Directors recommends passing of the proposed resolution as an Ordinary Resolution.

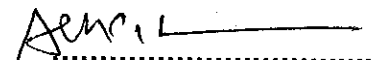
**ITEM NO. 6:**

The Board of Directors of the Company had appointed Mr. Amit Bajpai as an Additional Director as per section 260 of the Companies Act, 1956 w.e.f. 27<sup>th</sup> April, 2013 and as such he holds office upto the date of this Annual General Meeting. A notice under Section 257 of Companies Act, 1956 has been received by the Company from a member signifying his intention to propose the candidature of Mr. Amit Bajpai for appointment as Director in this behalf.

None of the Directors except Mr. Anuj Kumar is concerned or interested in the Resolution.

The Board of Directors recommends passing of the proposed resolution as an Ordinary Resolution.

**BY ORDER OF THE BOARD OF DIRECTORS**

  
.....  
**ALOK KUMAR**  
**DIRECTOR**

**Place: New Delhi**

**Dated: 22<sup>nd</sup> August, 2013**

## JITF WATERWAYS LIMITED

### DIRECTORS' REPORT

Your Directors have pleasure in presenting the 6<sup>th</sup> Annual Report, together with the Audited Financial Statements of the Company for the year ended March 31, 2013.

#### Financial Performance

Particulars	Previous Year (Rs.)	Current Year (Rs.)
Paid up Capital	122,41,33,330	122,41,33,330
Share application money pending allotment	186,70,00,010	66,30,00,010
Reserves and Surplus	61,96,78,271	112,25,96,568
Secured Loans	134,04,70,215	182,03,95,543
Fixed Assets	197,15,16,973	285,15,23,065
Current Assets	209,94,69,950	156,93,41,975
Current Liabilities	80,85,57,458	76,42,11,746
Revenue	1,866,362,540	2,067,584,888
Profit/ (Loss) before taxation	(737,647,291)	(267,955,251)
Earning Per share	(4.11)	(2.63)

#### REVIEW OF OPERATIONS

Your Company has achieved 37% market share in coastal transportation from Kandla to Cochin. The total tonnage moved by your Company would have resulted in approx 25,000 truck movements, therefore considerable amount of Carbon footprint emission has been avoided because of our regular and efficient services

Your Company has completed successful Trial shipment for Global FMCG companies on Door-to – Door basis. This sector has been predominantly serviced by truckers on account of Just –in – time philosophy.

#### Public Deposits

The Company has not accepted any Deposits within the meaning of Section 58A of the Companies Act, 1956 and the Rules made there under.

#### DIRECTORS

During the year under review, Shri P.R. Jindal, Shri Indresh Batra, Smt. Sminu Jindal and Shri Jai Singh Khurana Ceased to be the Director, consequent to the resignation from the services of the Company. The Board places on record its appreciation for the valuable services rendered by him.

The following Directors were appointed as an Additional Director during the year, whose appointment shall come to an end at the forth coming Annual General Meeting and is proposed to be regularized in the forthcoming Annual General Meeting.

Sl. No.	DIN	Name of the Director	Designation	Date of Appointment
1.	05292173	VIKRAM PURI	Additional director	12/12/2012
2.	01728337	AMIT BAJPAI	Additional director	27/04/2013
3.	00930344	ALOK KUMAR	Additional director	15/01/2013
4.	05295914	ANUJ KUMAR	Additional director	15/01/2013

The above appointment and re-appointments form will part of the Notice of the Annual General Meeting and the Resolutions are recommended for your approval.

### **Subsidiary Company**

The Company has one foreign Subsidiary Company, namely JITF Shipping & Logistics (Singapore) Pte. Ltd. The Foreign Company has acquired PANAMAX vessel under Panama flag which has resulted in increase of the Foreign earnings.

### **Directors Responsibility Statement**

Pursuant to the requirement under section 217(2AA) of the Companies Act, 1956, the Directors confirm that, to the best of their knowledge and belief, in respect of the year ended on 31<sup>st</sup> March, 2013;

- (i) that in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures (if any);
- (ii) that the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the company for that period;
- (iii) that the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (iv) that the directors had prepared the annual accounts on a going concern basis.

### **Auditors**

M/s. N.C. Aggarwal & Company, Chartered Accountants, Auditors of the Company will retire at the forthcoming Annual General Meeting, and are eligible for re-appointment. A Certificate from the Auditors has been received to the effect that their re-appointment, if made, would be within the limits prescribed under Section 224(1B) of the Companies Act, 1956.

### **Conservation of energy, technology absorption, foreign exchange earning and outgo.**

Under the Notification No.GSR 1029, dated 31st December, 1988, companies are required to furnish prescribed information regarding conservation of energy and technology absorption. This, however, does not apply to your Company, as the shipping industry is not included in the Schedule to the relevant rules.

However, the Company is conscious of the need to keep all the cost elements at the barest minimum level including the energy cost. It is also aware of the responsibility to conserve energy in an overall energy shortage situation.

With regard to foreign exchange earnings and outgo, the position is as under:

#### **Expenditure and Income in Foreign Exchange**

Description	Current Year	Previous Year
	Amount (Rs.)	Amount (Rs.)
Total Expenditure in Foreign Exchange	998,558,249	550,591,368
Total Income in Foreign Exchange	1,127,409,326	639,326,511

#### **Particulars of Employees**

None of the employees of the Company is covered under section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975.

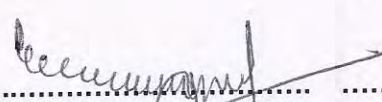
#### **Acknowledgement**

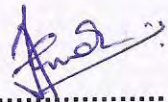
Your Directors thank the Company's clients, vendors, charterers, business associates, main line operators, investors, shareholders, Financial Institutions and bankers for their continued support during the year. It will be your Company's endeavor to build and nurture strong links with them based on mutuality, respect and co-operation with each other. Your Directors take this opportunity to thank all employees for their hard work, dedication and commitment.

Your Directors place on record their appreciation for the support and continued co-operation that the Company received from the Government of India, the Ministry of Shipping, the Ministry of Finance, the Ministry of Company Affairs, the Directorate General of Shipping, the Mercantile Marine Department, the Reserve Bank of India, the Central Board of Excise and Customs, and other Government agencies. Your Directors also express their sincere thanks to the Indian National Ship Owners Association, Port authorities, Insurance companies, and Protection and Indemnity clubs for their continued support during the year.

**ON BEHALF OF THE BOARD OF DIRECTORS OF  
JITF WATERWAYS LIMITED**

Place: New Delhi  
Date: 24<sup>th</sup> May, 2013

  
.....  
**ASHOK KUMAR AGARWAL**  
**WHOLE-TIME DIRECTOR**

  
.....  
**ANUJ KUMAR**  
**DIRECTOR**

## **AUDITORS' REPORT**

**To**  
**The Members of JITF WATERWAYS LIMITED**

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

We have audited the accompanying financial statements of **JITF WATERWAYS LIMITED**, which comprise the Balance Sheet as at March 31, 2013, and the Statement of Profit and Loss and 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**

Management is responsible for 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 Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control 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.

### **Auditors' Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. 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 control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, 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.

### **Opinion**

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


- a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2013;
- 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, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(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 comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956;
  - e) On the basis of written representations received from the directors as on March 31, 2013, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2013, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

For N.C. Aggarwal & Co.  
Chartered Accountants  
Firm Registration No. 003273N

  
G. K. Aggarwal  
Partner  
Membership No. 086622



Date: 24<sup>th</sup> May, 2013  
Place: New Delhi

**Annexure to Auditors' Report**

Referred to in Paragraph 1 under the heading of "Report on Other Legal and Regulatory Requirements" of our report of even date

1. (a) The Company has maintained all proper records showing full particulars including quantitative details and situation of fixed assets.  
  
(b) All fixed assets have been physically verified by the management during the year. In our opinion, the frequency of verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies have been noticed on such verification.  
  
(c) The Company has disposed off obsolete fixed assets during the year and the going concern status of the Company is not affected.
2. (a) As explained to us, the management during the year has physically verified inventories. In our opinion, the frequency of verification is reasonable.  
  
(b) According to the information and explanation given to us, the procedures of physical verification of stock followed by the management are reasonable and adequate in relation to the size of the Company and the nature of the business.  
  
(c) On the basis of our examination of the inventory records, in our opinion, the Company is maintaining proper records of the inventories. As explained to us, there was no material discrepancies noticed on physical verification of inventories as compared to the book records.
3. (a) As informed, the Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956. Accordingly paragraphs (iii) (b), (c) and (d) of the Order, are not applicable.  
  
(b) The Company has not taken any loans from parties listed under the register maintained under Section 301 of the Companies Act, 1956. Accordingly, paragraphs (iii) (f) and (g) of the Order are not applicable.
4. In our opinion and according to information and explanations given to us, having regard to the explanation that some of the items purchased are of special nature and suitable alternative sources do not exist for obtaining comparable quotations, there are adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchases of inventories, fixed assets and with regard to the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal controls.
5. (a) To the best of our knowledge and belief and according to the information and explanations given to us, we are of the opinion that the particulars of the contracts or arrangements that need to be entered into the register maintained under section 301 of the Companies Act, 1956 have been so entered.  
  
(b) In our opinion and according to the information and explanation given to us, the transaction with parties with whom transactions exceeds the value of Rupees five lacs have been entered during the financial year are at prices, which are reasonable, having regards to the prevailing market prices at the relevant time.



**N.C. AGGARWAL & CO.**  
**CHARTERED ACCOUNTANTS**

6. The Company has not accepted any deposits from the public to which the provisions of Section 58A, 58AA or any other relevant provisions of the companies Act, 1956 and the companies (Acceptance of Deposit) Rules, 1975 apply.
7. In our opinion, the Company has an internal audit system commensurate with the size and the nature of the business. However, the same needs to be enlarged.
8. To the best of our knowledge and as explained, the Central Government has not prescribed maintenance of cost records under clause (d) of sub-section (1) of section 209 of the Companies Act, 1956 for the products of the Company.
9. (a) To the best of our knowledge and as explained, the Company is generally regular in depositing with the appropriate authorities all statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, wealth-tax, service tax, customs duty, excise duty, Cess etc. where there are applicable. There are no arrears as at 31st March, 2013 for a period of more than six months from the date they become payable.  
  
(b) According to the information and explanation given to us, there are no dues in respect of provident fund, employees' state insurance, sales tax, excise, Service tax, income tax and custom duty, which have not been deposited on account of any dispute.
10. The Company's accumulated losses at the year end, i.e. as at March 31, 2013 is not more than fifty per cent of its net worth. The Company has incurred cash loss in current financial year and in the immediately preceding financial year.
11. According to the records of the Company examined by us and the information and explanations given to us, the Company has not defaulted in repayment of dues to the bank and financial institutions.
12. According to the information and explanations given to us and based on the documents and records produced to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
13. In our opinion, the Company is not a chit fund or a nidhi / mutual benefit fund / society. Therefore, the provisions of clause 4(xiii) of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company.
14. According to the records of the Company examined by us and the information and explanations given to us, the Company, during the year, has not dealt with/traded in shares, securities and other investments.
15. According to the information and explanations given to us, the Company has given guarantee for loans taken by its wholly owned subsidiary company JITF Shipping and Logistics (Singapore) Pte. Ltd. favoring banks, the terms and conditions of which is prime facie not prejudicial to the interest of the company.
16. According to the information and explanation furnished to us, the term loan taken from bank have been applied for the purpose for which they were received, other than temporary deployment pending application.
17. According to the information and explanations given to us and on an overall examination of the balance sheet of the company, in our opinion, there are no funds raised on short term basis which have been used for long term investment.



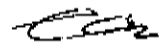
N.C. AGGARWAL & CO.  
CHARTERED ACCOUNTANTS

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18. The Company has not made any preferential allotment of shares to the parties and companies covered in the register maintained under section 301 of the Act.
19. The company has not issued any debentures. Hence, clause (xix) of Order is not applicable.
20. The company has not made any public issue during the year.
21. During the course of our examination of the books and records of the company, and according to the information and explanations given to us by the management, we report that no fraud on or by the Company has been noticed or reported during the course of our audit.

For N.C. AGGARWAL & CO,  
Chartered Accountants  
Firm Registration No. 003273N



  
(G.K. Aggarwal)  
Partner  
M.No. 086622

Place: New Delhi  
Dated: 24<sup>th</sup> May, 2013

**JITF WATERWAYS LIMITED****Balance Sheet as at 31st March, 2013**

(Amount in Rs.)

Particulars	Note No	As at 31st March 2013	As at 31st March 2012
<b>I. EQUITY AND LIABILITIES</b>			
(1) <b>Shareholders' Funds</b>			
(a) Share Capital	1	1,224,133,330	1,224,133,330
(b) Reserves and Surplus	2	619,678,271	1,122,596,568
(2) <b>Equity Share Application money pending allotment</b>	3	1,867,000,010	663,000,010
(3) <b>Non-current liabilities</b>			
(a) Long-term borrowings	4	1,340,470,215	1,820,395,543
(b) Long-term provisions	5	682,784	1,147,030
(4) <b>Current liabilities</b>			
(a) Short-term borrowings	6	78,683,575	95,665,333
(b) Trade payables	7	711,492,294	527,991,585
(c) Other current liabilities	8	18,381,589	140,002,073
(d) Short-term provisions	9	-	552,755
<b>Total Equity and Liabilities</b>		<b>5,860,522,068</b>	<b>5,595,484,227</b>
<b>II. ASSETS</b>			
(1) <b>Non-current assets</b>			
(a) <b>Fixed Assets</b>	10		
(i) Tangible assets		1,968,106,902	2,699,829,507
(ii) Intangible assets		3,410,071	4,491,127
(iii) Capital work-in-progress		-	147,202,431
(b) Non-current investments	11	561,048,199	229,293,776
(c) Deferred tax assets (net)	12	911,832,617	677,103,623
(d) Long-term loans and advances	13	316,654,329	267,821,787
(e) Other non-current assets	14	-	400,001
(2) <b>Current assets</b>			
(a) Current investments	15	74,011,719	310,116,939
(b) Inventories	16	88,489,962	121,385,920
(c) Trade receivables	17	1,278,729,682	625,303,827
(d) Cash and Bank Balances	18	115,483,191	100,017,201
(e) Short-term loans and advances	19	537,447,345	406,466,763
(f) Other current assets	20	5,308,051	6,051,325
<b>Total Assets</b>		<b>5,860,522,068</b>	<b>5,595,484,227</b>

Significant accounting policies and notes to the financial statements 29

In terms of our report of even date annexed hereto

For N.C. AGGARWAL &amp; CO.

Chartered Accountants

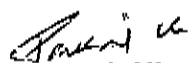
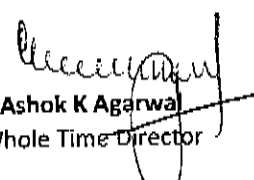
Firm Registration No. 003273N

G.K.AGGARWAL  
Partner

M.No.086622

Place: New Delhi

Dated: 24th May, 2013


  
 Captain Pankaj Kumar  
 Business Head
For and on behalf of the Board Of Directors of  
JITF Waterways Limited
  
 Ashok K Agarwal  
 Whole Time Director

  
 Anuj Kumar  
 Director

# JITF WATERWAYS LIMITED

## Statement of Profit and Loss for the year ended 31st March, 2013

(Amount in Rs.)

Particulars		Note No.	Year ended 31st March 2013	Year ended 31st March 2012
(I)	Revenue from operations (Gross)	21	2,001,224,950	1,742,942,594
(II)	Other income	22	66,359,938	123,419,946
(III)	<b>Total Revenue (I+II)</b>		<b>2,067,584,888</b>	<b>1,866,362,540</b>
	<b>Expenses:</b>			
	Employee benefits expense	23	25,329,478	13,121,567
	Finance costs	24	227,606,306	261,979,450
	Depreciation and amortization expense	25	131,998,917	180,141,488
	Operational Expenses	26	1,700,297,919	1,647,363,243
	Other Expenses	27	24,080,969	31,712,043
(IV)	<b>Total Expenses</b>		<b>2,109,313,589</b>	<b>2,134,317,791</b>
(V)	Profit/(Loss) before extraordinary items and tax (III-IV)		(41,728,701)	(267,955,251)
(VI)	Extraordinary items (net of tax expense)	28	695,918,590	-
(VII)	<b>Profit/(Loss) before tax (V-VI)</b>		<b>(737,647,291)</b>	<b>(267,955,251)</b>
(VIII)	Tax expense:			
	(1) Current tax		-	-
	(2) Deferred tax		(234,728,994)	(113,479,184)
(IX)	Profit/(Loss) for the year after tax and extraordinary item (VII-VIII)		(502,918,297)	(154,476,067)
(X)	Earnings per equity share before extraordinary item : (Face value of Rs.10/- each)			
	(1) Basic		(0.27)	(2.63)
	(2) Diluted		(0.27)	(2.63)
(XI)	Earnings per equity share after extraordinary item (Face value of Rs.10/- each)			
	(1) Basic		(4.11)	(2.63)
	(2) Diluted		(4.11)	(2.63)

### Significant accounting policies and notes to the financial statements 29

In terms of our report of even date annexed hereto

For N.C. AGGARWAL & CO.  
Chartered Accountants  
Firm Registration No. 003273N

G.K.AGGARWAL  
Partner  
M.No.086622  
Place: New Delhi  
Dated: 24th May,2013



Captain Pankaj Kumar  
Business Head

For and on behalf of the Board Of Directors of  
JITF Waterways Limited

Ashok K Agarwal  
Whole Time Director

Anuj Kumar  
Director

**JITF Waterways Limited**
**Cash Flow Statement for the year ended March 31, 2013**

(Amount in Rs.)

	For the year ended 31st March,2013	For the year ended 31st March,2012
<b>A. CASH FLOWS FROM OPEARTING ACTIVITIES:</b>		
Net Profit/(loss) Before Income tax and extraordinary activity	(4,17,28,701)	(26,79,55,251)
Adjustment for:		
Depreciation	13,19,98,917	18,01,41,488
Miscellaneous expenditure written off	4,00,001	4,93,164
Loss on Sale of Assets	5,113	3,15,093
Profit on Sale of Assets	-	(44,34,504)
Unrealised Foreign Exchange Fluctuation	(2,56,44,477)	(1,71,01,572)
Interest Income	(61,24,847)	(62,00,993)
Guarantee Commission	(40,28,175)	-
Interest Income on loan from Related Party	(1,17,07,678)	-
Profit on Sale of Investment	(1,79,32,884)	-
Dividend Income	-	(9,49,01,019)
Interest Paid	22,76,06,306	22,83,07,919
<b>Operating profit before working capital changes</b>	<b>25,28,43,575</b>	<b>1,86,64,325</b>
Adjustment for:		
Trade receivables	(62,77,81,379)	(29,80,26,972)
Inventories	3,28,95,959	2,40,35,596
Loans and advances and other assets	(14,69,16,704)	(6,65,39,396)
Trade and other Payables	12,68,63,224	53,85,60,307
<b>Cash earned from operations</b>	<b>(36,20,95,325)</b>	<b>21,66,93,860</b>
Direct taxes paid	(1,71,60,567)	(1,80,55,438)
<b>Net cash earned from/ (used in) operating activities</b>	<b>(37,92,55,892)</b>	<b>19,86,38,422</b>
<b>B. CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Interest received	68,68,121	4,22,186
Dividend Received	1,79,32,884	9,49,01,019
Purchase of fixed assets	(40,51,94,531)	(37,68,27,830)
Investment in subsidiary	(33,17,54,423)	(22,92,93,776)
Investment In Mutual Funds	23,61,05,220	1,49,64,35,278
Sale of Fixed assets	45,72,78,003	67,24,01,369
(net of Extraordinary items of Rs.69,59,18,590 Previous Year Rs.Nil)		
<b>Net cash earned from/ (used in) investing activities</b>	<b>(1,87,64,725)</b>	<b>1,65,80,38,246</b>
<b>C. CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Proceeds from Issue of Shares	-	1,92,00,00,000
Proceeds/ (Repayment) Share Application Money	1,20,40,00,000	(3,02,90,00,000)
Repayment of Term loan	(54,59,25,328)	(49,32,01,010)
Proceeds/(Repayment) of working capital loan	(1,69,81,759)	4,74,08,832
Interest paid	(22,76,06,306)	(22,83,07,919)
<b>Net cash from/(used in) financing activities</b>	<b>41,34,86,607</b>	<b>(1,78,31,00,097)</b>
<b>Net increase in cash and cash equivalents</b>	<b>1,54,65,990</b>	<b>7,35,76,571</b>
<b>Cash and cash equivalents (opening balance)</b>	<b>10,00,17,201</b>	<b>2,64,40,630</b>
<b>Cash and cash equivalents (closing balance)</b>	<b>11,54,83,191</b>	<b>10,00,17,201</b>
	<b>1,54,65,990</b>	<b>7,35,76,571</b>

Note:

1

Cash and cash equivalents (closing balance) includes other Bank Balance of Rs.69,787,405/-and (Previous Year Rs. 63,720,929)

2 Previous Year figures have been regrouped wherever considered necessary.

As per our report of even date

For N. C. Aggarwal &amp; Co.

Chartered Accountants

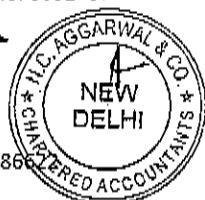
Firm Registration No: 003273N

 G.K. Aggarwal  
Partner

Membership No. 0866

Place: New Delhi

Dated: 24th May,2013


 Captain Pankaj Kumar  
Business Head

 For and on behalf of the Board of Directors of  
JITF Waterways Limited

 Ashok K Aggarwal  
Whole Time Director

 Anuj Kumar  
Director

# JITF WATERWAYS LIMITED

## Notes forming part of Balance sheet and Statement of Profit and Loss

(Amount in Rs.)

DESCRIPTION		As at 31st March 2013	As at 31st March 2012
<b>1</b>	<b>SHARE CAPITAL</b>		
(a)	<b>AUTHORISED SHARE CAPITAL</b> 160,000,000 Equity Shares of Rs.10/- each	1,600,000,000	1,600,000,000
(b)	<b>ISSUED, SUBSCRIBED AND PAID UP CAPITAL</b> 122,413,333 Equity Shares of Rs.10/-each fully paid up	1,224,133,330	1,224,133,330
(c)	<b>RECONCILIATION OF THE NUMBER OF SHARES OUTSTANDING AT THE BEGINNING AND AT THE END OF THE YEAR</b>		
	Shares outstanding at the beginning of the year	122,413,333	58,413,333
	Shares issued during the year	-	64,000,000
(d)	<b>Shares outstanding at the end of the year</b>	<b>122,413,333</b>	<b>122,413,333</b>

(e)	SHARE OF THE COMPANY HELD BY :-	No of Shares	No of Shares
	Its Holding Company Jindal ITF Limited	122,413,333	122,413,333

(f)	SHARES IN THE COMPANY HELD BY EACH SHAREHOLDER HOLDING MORE THAN 5% SHARES ARE AS UNDER:			
Name of the Shareholder	As at 31st March 2013		As at 31st March 2012	
	No. of Shares Held	% of Holding	No. of Shares Held	% of Holding
Jindal ITF Limited*	122,413,333	100%	122,413,333	100%

\* Including 700 Shares(Previous year 700 shares) held by Person/Companies as nominee of Jindal ITF Ltd.

(g)	Terms/Rights attached to Equity Shares
	The Company has only one class of equity shares having a par value of Rs.10/- per equity share. Each equity shareholder is entitled to one vote per share.

DESCRIPTION		As at 31st March 2013	As at 31st March 2012
<b>2</b>	<b>RESERVES AND SURPLUS</b>		
(a)	<b>SECURITIES PREMIUM ACCOUNT</b> As per last account Add:- During the year	2,447,266,660 -	1,167,266,660 1,280,000,000
	<b>Closing Balance</b>	<b>2,447,266,660</b>	<b>2,447,266,660</b>
(b)	<b>PROFIT AND LOSS ACCOUNT</b> Profit/(Loss) Brought Forward Add:-Profit/(Loss) after tax for the year	(1,324,670,092) (502,918,297)	(1,170,194,025) (154,476,067)
	<b>Closing Balance</b>	<b>(1,827,588,389)</b>	<b>(1,324,670,092)</b>
	<b>Total Reserves and Surplus (a+b)</b>	<b>619,678,271</b>	<b>1,122,596,568</b>

<b>3</b>	<b>EQUITY SHARE APPLICATION MONEY PENDING ALLOTMENT</b>	<b>1,867,000,010</b>	<b>663,000,010</b>
(62,233,334 Equity shares at a premium of Rs.20/-per share to be allotted till the end of next year.Authorised capital will be increased at the time of allotment of shares)			



**JITF WATERWAYS LIMITED****Notes forming part of Balance sheet and Statement of Profit and Loss**

(Amount in Rs.)

	DESCRIPTION	As at 31st March 2013	As at 31st March 2012
4	<b>LONG-TERM BORROWINGS</b>		
	<b>SECURED LONG TERM BORROWINGS</b>		
	TERM LOAN FROM BANKS		
	Rupee Term Loan	1,340,470,215	1,820,395,543
	<b>Total Long Term Borrowings</b>	<b>1,340,470,215</b>	<b>1,820,395,543</b>

Term Loan from ICICI Bank of Rs.98.19 crore(excluding current maturity of loan) carries interest@12.75 % p.a. repayable in 26 quarterly installments as follows: F.Y. 2014-15 Rs.6.89 crores ,F.Y 2015-16 to F.Y 2016-17 Rs.13.78 crores each year,F.Y 2017-18 Rs.7.78 crores,F.Y2018-19 Rs.8.66 crores F.Y.2019-2020 Rs.19.74 crore and F.Y.2020-2021 Rs.27.56 crore.

Another Term loan from ICICI Bank of Rs.35.86 crore carries interest@13.75 % p.a.repayable in 15 quarterly installments as follows: F.Y2017-18 Rs.10.17 crore ,F.Y.2018-19 Rs 13.56 crore ,F.Y 2019-20 Rs. 5.35 Crore and F.Y.2020-21 Rs. 6.78 Crore.

Both Term Loans are secured against mortgage of Vessels by first charge in favour of Banks. Term Loans are also guaranteed by way of pledge of 30% equity of the company and also supported by letter of undertaking of ultimate holding company.

	DESCRIPTION	As at 31st March 2013	As at 31st March 2012
5	<b>LONG TERM PROVISIONS</b>		
	For Employee Benefits		
	Gratuity (unfunded)	-	354,120
	Leave Encashment (unfunded)	682,784	792,910
	<b>Total Long Term Provisions</b>	<b>682,784</b>	<b>1,147,030</b>

	DESCRIPTION	As at 31st March 2013	As at 31st March 2012
6	<b>SHORT TERM BORROWINGS</b>		
	<b>SECURED SHORT TERM BORROWINGS</b>		
	Loan repayable on Demand		
	Working Capital Facility from Bank	78,683,575	95,665,333
	<b>TOTAL SHORT TERM BORROWINGS</b>	<b>78,683,575</b>	<b>95,665,333</b>

Working Capital Facility is secured by way of hypothecation and/or pledge of current assets namely finished good, raw material , work in progress , consumable stores and spares, book debts, bill receivable and by way of second charge in respect of other moveable and immoveable properties of the Company. Working Capital Facility is repayable on demand and carries interest @14.25% p.a.



**JITF WATERWAYS LIMITED****Notes forming part of Balance sheet and Statement of Profit and Loss**

(Amount in Rs.)

	<u>DESCRIPTION</u>	As at 31st March 2013	As at 31st March 2012
7	<b><u>TRADE PAYABLES*</u></b>		
	Dues to other than Micro and Small enterprises	711,492,294	527,991,585
	<b>Total Trade Payables</b>	<b>711,492,294</b>	<b>527,991,585</b>

\*There are no Micro and Small Enterprises, to whom the Company owes dues as at 31st March 2013. This Information as Required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company.

	<u>DESCRIPTION</u>	As at 31st March 2013	As at 31st March 2012
8	<b><u>OTHER CURRENT LIABILITIES</u></b>		
(a)	Current maturities of Long term debt.	-	66,000,000
(b)	Other payable		
	Due to Customer and others	1,027,153	1,152,730
	Due to Employees	2,850,545	248,457
	Statutory Liabilities	11,533,602	66,319,634
	Other Outstanding Liabilities	2,970,289	6,281,252
	<b>Total Other Current Liabilities</b>	<b>18,381,589</b>	<b>140,002,073</b>

	<u>DESCRIPTION</u>	As at 31st March 2013	As at 31st March 2012
9	<b><u>SHORT TERM PROVISIONS</u></b>		
	Provision for Fringe Benefit Tax	-	552,755
	<b>Total Short Term Provisions</b>	<b>-</b>	<b>552,755</b>



**JITF WATERWAYS LIMITED**  
**Notes forming part of Balance sheet and Statement of Profit and Loss**

**Note-10**

**FIXED ASSETS**

		(Amount in Rs.)													
A	Fixed Assets	Gross Block					Accumulated Depreciation			Net Block					
		Balance as at 1st April 2012	Additions	Deduction	Balance as at 31st March 2013	Balance as at 1st April 2012	Depreciation charge for the year	On disposals	Balance as at 31st March 2013	Balance as at 31st March 2013	Balance as at 31st March 2012				
	<b>Tangible Assets</b>														
	Leasehold Improvements	786,907	-	-	786,907	786,907	-	-	393,431,979	118,549,727	-	145,970,333	366,011,373	786,907	2,486,543,496
	Vessels	2,879,975,475	155,176,827	924,027,997	2,111,124,305	393,431,979	118,549,727	145,970,333	6,221,405	1,576,576	-	-	7,797,981	39,404,885	40,981,461
	Barge	47,202,866	375,133,929	375,133,929	47,202,866	28,526,989	10,124,468	-	28,526,989	10,124,468	-	-	38,651,457	179,474,120	167,548,382
	Containers	196,075,371	22,050,206	-	218,125,577	1,369,135	406,205	-	1,369,135	406,205	-	-	1,775,340	822,451	1,213,756
	Computers	2,582,891	14,900	-	2,597,791	450,994	127,079	487	450,994	127,079	487	-	577,586	2,003,741	2,119,833
	Office Equipments	2,570,827	21,100	10,600	2,581,327	353,199	81,765	-	353,199	81,765	-	-	434,964	858,813	940,578
	Furniture and Fixtures	1,293,777	-	-	1,293,777	65,802	52,041	-	65,802	52,041	-	-	117,843	429,960	482,001
	Vehicles	547,803	-	-	547,803	-	-	-	-	-	-	-	-	-	-
	<b>Total</b>	<b>3,131,035,917</b>	<b>552,396,962</b>	<b>1,299,172,526</b>	<b>2,384,260,353</b>	<b>431,206,410</b>	<b>130,917,861</b>	<b>145,970,820</b>	<b>416,153,451</b>	<b>145,970,820</b>	<b>416,153,451</b>	<b>1,968,106,902</b>	<b>1,968,106,902</b>	<b>2,699,829,507</b>	<b>2,699,829,507</b>
	<b>Intangible Assets</b>														
	Computer Software	6,669,068	-	-	6,669,068	2,177,941	1,081,056	-	2,177,941	1,081,056	-	-	3,258,997	3,410,071	4,491,127
	<b>Total</b>	<b>6,669,068</b>	<b>-</b>	<b>-</b>	<b>6,669,068</b>	<b>2,177,941</b>	<b>1,081,056</b>	<b>-</b>	<b>2,177,941</b>	<b>1,081,056</b>	<b>-</b>	<b>-</b>	<b>3,258,997</b>	<b>3,410,071</b>	<b>4,491,127</b>
	<b>Total (A+B)</b>	<b>3,137,704,985</b>	<b>552,396,962</b>	<b>1,299,172,526</b>	<b>2,390,929,421</b>	<b>433,384,351</b>	<b>131,998,917</b>	<b>145,970,820</b>	<b>433,384,351</b>	<b>131,998,917</b>	<b>145,970,820</b>	<b>1,971,516,973</b>	<b>1,971,516,973</b>	<b>2,704,320,634</b>	<b>2,704,320,634</b>
	<b>Previous Year</b>	<b>3,689,072,929</b>	<b>254,693,111</b>	<b>806,061,055</b>	<b>3,137,704,985</b>	<b>391,021,961</b>	<b>180,141,488</b>	<b>137,779,098</b>	<b>433,384,351</b>	<b>180,141,488</b>	<b>137,779,098</b>	<b>2,704,320,634</b>	<b>2,704,320,634</b>	<b>-</b>	<b>-</b>



**JITF WATERWAYS LIMITED****Notes forming part of Balance sheet and Statement of Profit and Loss****Note 11****NON CURRENT INVESTMENTS**

Sr. No.	PARTICULARS	As at 31st March 2013		As at 31st March 2012		
		Nos.	Face Value (Rs.)	Amount (Rs.)	Nos.	Face Value (Rs.)
	<b>Non-Current Investments</b>					
	Equity Shares Fully Paid Up of Subsidiary Company - Unquoted					
	JITF Shipping and Logistics (Singapore) Pte Ltd	10,904,001	1 US \$	561,048,199	3,999,000	1 US \$
	Total			561,048,199		194,445,731
	Investment in Share Application Money					
	JITF Shipping and Logistics (Singapore) Pte Ltd					34,848,045
	Total					34,848,045
	Total-Aggregate value of unquoted investments			561,048,199		229,293,776



**JITF WATERWAYS LIMITED****Notes forming part of Balance sheet and Statement of Profit and Loss**

(Amount in Rs.)

	<u>DESCRIPTION</u>	As at 31st March 2013	As at 31st March 2012
12	<b>DEFERRED TAX ASSETS</b>		
A	<b>Deferred Tax Liability</b>		
	Difference on Account of book and tax depreciation	231,874,547	405,851,272
B	<b>Deferred Tax Assets</b>		
	Carried forward losses	1,143,485,636	1,082,508,216
	Disallowance under Income Tax Act, 1961	221,529	446,678
	Total Deferred Tax assets	1,143,707,165	1,082,954,895
	<b>Net Deferred Tax Asset (Liability) (B-A)</b>	<b>911,832,617</b>	<b>677,103,623</b>

	<u>DESCRIPTION</u>	As at 31st March 2013	As at 31st March 2012
13	<b>Long-term loans and advances</b>		
(a)	<b>Capital Advances</b>		
	Unsecured, Considered good	19,803,364	255,117,787
	<b>Sub Total- Capital Advances</b>	<b>19,803,364</b>	<b>255,117,787</b>
(b)	<b>Security Deposits</b>		
	Unsecured, Considered good	9,454,000	12,704,000
	<b>Sub Total-Security Deposits</b>	<b>9,454,000</b>	<b>12,704,000</b>
(c)	<b>Loan and Advances to related parties</b>		
	Unsecured, Considered good JITF Shipping & Logistics (Singapore) Pte.Ltd.	287,396,965	-
	<b>Sub Total -Loan and Advances to Related Parties</b>	<b>287,396,965</b>	<b>-</b>
	<b>Total Long Term Loans and Advances (a+b+c)</b>	<b>316,654,329</b>	<b>267,821,787</b>

	<u>DESCRIPTION</u>	As at 31st March 2013	As at 31st March 2012
14	<b>Other Non Current Assets</b>		
	Miscellaneous Expenditure to the extent not written off	-	400,001
	<b>Total Other Non Current Assets</b>	<b>-</b>	<b>400,001</b>



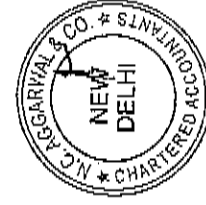
**JITF WATERWAYS LIMITED**

**Notes forming part of Balance sheet and Statement of Profit and Loss**

**Note 15**

**CURRENT INVESTMENTS**

DETAILS OF INVESTMENTS		As at 31st March 2013			As at 31st March 2012		
Sr. No.	PARTICULARS	Nos.	Face Value (Rs.)	Amount (Rs.)	Nos.	Face Value (Rs.)	Amount (Rs.)
	<b>Current Investments</b>						
	<b>(At Cost Less Provision)</b>						
	<b>Mutual Funds</b>						
	Reliance Fixed Horizon Fund - XXI - Series 3- Growth Plan	-	-	-	7,500,000	10	75,000,000
	Reliance Liquidity Fund - Growth Option	33,002.15	1,623.76	53,587,569	22,081	16	355,221
	Reliance Monthly Interval Fund - Series I - Institutional Growth Plan	-	-	-	6,895,315	15	100,000,000
	Reliance Liquid Fund - Treasury Plan - Institutional Daily Dividend Option	-	-	-	-	-	-
	Birla Sun Life Dynamic Bond Fund - Retail Growth Fund	-	-	-	2,917,510	17	50,000,000
	Fidelity Short Term Income Fund - Growth	-	-	-	146,754	11	1,576,134
	Birla Sun Life Monthly Income Plan II - Saving 5 Plan - Growth	-	-	-	548,531	18	10,000,000
	ICICI Prudential Short Term Plan - Growth	-	-	-	1,541,365	22	33,185,584
	Birla Sun Life Income Plus - Growth	-	-	-	846,884	47	40,000,000
	Citi Bank - Investment	-	-	20,424,150	-	-	-
	<b>Total-Aggregate value of current investments</b>			<b>74,011,719</b>			<b>310,116,939</b>



**JITF WATERWAYS LIMITED****Notes forming part of Balance sheet and Statement of Profit and Loss**

(Amount in Rs.)

	<u>DESCRIPTION</u>	As at 31st March 2013	As at 31st March 2012
16	<b>Inventories</b>		
	Store and Spares	33,687,095	44,356,353
	Fuel and Lubricants	54,802,867	77,029,567
	<b>Total Inventories</b>	<b>88,489,962</b>	<b>121,385,920</b>

	<u>DESCRIPTION</u>	As at 31st March 2013	As at 31st March 2012
17	<b>Trade Receivables</b>		
A	<b>Outstanding Exceeding Six Months</b>		
	Unsecured, Considered good	179,957,051	158,126,705
	<b>Sub Total-Outstanding Exceeding Six Months</b>	<b>179,957,051</b>	<b>158,126,705</b>
B	<b>Outstanding Less than Six Months</b>		
	Unsecured, Considered good	1,098,772,631	467,177,122
	<b>Sub Total-Outstanding Less than Six Months</b>	<b>1,098,772,631</b>	<b>467,177,122</b>
	<b>Total Trade Receivables (A+B)</b>	<b>1,278,729,682</b>	<b>625,303,827</b>

	<u>DESCRIPTION</u>	As at 31st March 2013	As at 31st March 2012
18	<b>Cash and Bank Balances</b>		
A.	<b>Cash and Cash Equivalents</b>		
	<b>Balances with Banks</b>		
	Current Accounts	26,322,180	34,463,267
	Deposits with original maturity of less than three months*	19,315,720	1,811,571
	Cash on Hand	57,886	21,434
B.	<b>Other Bank Balances</b>		
	Deposits with original maturity of more than three month but less than 12 months*	69,460,022	63,620,929
	Fixed Deposits with original maturity of more than 12 months*	327,383	100,000
	<b>Total Cash and Bank Balances (A+B)</b>	<b>115,483,191</b>	<b>100,017,201</b>

\*Pledged with banks as margin for bank Guarantee



**JITF WATERWAYS LIMITED****Notes forming part of Balance sheet and Statement of Profit and Loss**

(Amount in Rs.)

	<u>DESCRIPTION</u>	As at 31st March 2013	As at 31st March 2012
<b>19</b>	<b>Short-term loans and advances</b>		
<b>(A)</b>	<b>Loan and Advances to related parties</b>		
	Unsecured, Considered good		
	JITF Shipyards Limited	16,088,157	-
	Recoverable against sale of fixed assets		
	Jindal ITF Limited	107,500,534	-
	JITF Shipping & Logistics (Singapore) Pte.Limited	33,948,308	26,134,845
	<b>Sub Total- Loan and Advances to Related Parties</b>	<b>157,536,999</b>	<b>26,134,845</b>
<b>(B)</b>	<b>Other</b>		
	Unsecured, Considered good		
	Advance Recoverable in Cash or in kind		
	TDS Receivable	61,130,420	43,969,852
	Advance To vendors	85,570,934	75,946,444
	Others *	233,208,992	260,415,622
	<b>Sub Total -Other Short Term Loans and Advances</b>	<b>379,910,346</b>	<b>380,331,918</b>
	<b>Total -Short Term Loans and Advances (A+B)</b>	<b>537,447,345</b>	<b>406,466,763</b>

\* includes claim receivable, cenvat credit receivable and advances etc.

	<u>DESCRIPTION</u>	As at 31st March 2013	As at 31st March 2012
<b>20</b>	<b>Other Current Assets</b>		
	Interest accrued on Investment /Fixed Deposit	5,308,051	6,051,325
	<b>Total Other Current Assets</b>	<b>5,308,051</b>	<b>6,051,325</b>



**JITF WATERWAYS LIMITED**
**Notes forming part of Balance sheet and Statement of Profit and Loss**

(Amount in Rs.)

	<u>DESCRIPTION</u>	Year ended 31st March 2013	Year ended 31st March 2012
21	<b>Revenue from Operation</b>		
	<b>Sale of Services</b>		
	Cargo Freight Revenue	1,968,403,148	1,732,995,350
	Charter Hire Revenue	9,641,944	-
	Container Hire Charges	10,368,760	-
	<b>Other Operating Revenue</b>		
	Ground rent recovery	12,742,706	9,369,646
	Other Receipt	68,392	577,598
	<b>Net Revenue from Operation</b>	<b>2,001,224,950</b>	<b>1,742,942,594</b>

	<u>DESCRIPTION</u>	Year ended 31st March 2013	Year ended 31st March 2012
22	<b>Other Income</b>		
	Interest Income on Fixed Deposit	6,124,847	6,200,993
	Interest on Income Tax Refund	-	455,503
	Dividend Income	-	94,901,019
	Profit on Sale of Investment	17,932,884	-
	<b>Other non-operating income (Net of expenses)</b>		
	Miscellaneous Income	918,983	305,182
	Guarantee Commission	4,028,175	-
	Interest Income on loan from Related Party	11,707,678	-
	Provision no longer required written back	2,894	21,173
	Profit on Sale of Fixed Assets	-	4,434,504
	Applicable net gain on foreign currency transactions and translation	25,644,477	17,101,572
	<b>Total</b>	<b>66,359,938</b>	<b>123,419,946</b>

(Out of profit on sale of Fixed assets Rs. NIL (Previous year Rs. 43,32,793) relate to vessels sold to related party-JITF Shipping and Logistics Pte (Singapore Ltd.)

	<u>DESCRIPTION</u>	Year ended 31st March 2013	Year ended 31st March 2012
23	<b>Employee Benefits Expense</b>		
	Salaries and Wages	23,861,541	11,706,721
	Contribution to provident and other funds	1,230,239	1,056,000
	Staff Welfare Expenses	237,698	358,846
	<b>Total</b>	<b>25,329,478</b>	<b>13,121,567</b>

	<u>DESCRIPTION</u>	Year ended 31st March 2013	Year ended 31st March 2012
24	<b>Finance Costs</b>		
	Interest on term loan	198,561,051	228,307,919
	Interest on working capital loan	9,656,473	11,848,483
	Finance and Bank Charges	19,388,782	21,823,048
	<b>Total</b>	<b>227,606,306</b>	<b>261,979,450</b>



**JITF WATERWAYS LIMITED****Notes forming part of Balance sheet and Statement of Profit and Loss**

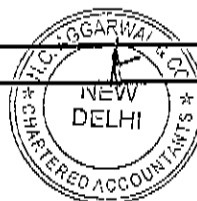
(Amount in Rs.)

	<u>DESCRIPTION</u>	Year ended 31st March 2013	Year ended 31st March 2012
25	<b>Depreciation and amortization expense</b>		
	Depreciation on Fixed Assets	130,917,861	179,229,301
	Amortization of Intangible assets	1,081,056	912,187
	<b>TOTAL</b>	<b>131,998,917</b>	<b>180,141,488</b>

	<u>DESCRIPTION</u>	Year ended 31st March 2013	Year ended 31st March 2012
26	<b>Operational Expenses</b>		
	Fuel Consumption	300,905,798	468,104,301
	Ship Management Expenses	166,152,285	254,441,295
	Vessel and Containers Related Port Charges	217,348,978	361,724,943
	Insurance	23,911,766	29,360,717
	Commission to Cargo/Vessels Agents	6,325,705	35,110,107
	Transportation Charges	38,043,396	30,589,977
	Vessel Hire Charges	833,371,127	329,861,713
	Hire Charges including containers	36,944,836	55,033,070
	Repair and Maintenance	77,294,028	83,137,120
	<b>Total</b>	<b>1,700,297,919</b>	<b>1,647,363,243</b>

	<u>DESCRIPTION</u>	Year ended 31st March 2013	Year ended 31st March 2012
27	<b>Other Expenses</b>		
	Water and Electricity Charges	192,892	207,150
	Rent	2,627,146	1,599,491
	Rates and Taxes	5,710,013	1,992,903
	Legal and Professional Charges	3,740,790	12,270,158
	Auditor's Remuneration:		
	-As Audit Fees	170,000	150,000
	-As Tax Audit Fees	70,000	60,000
	Donation	50,000	50,000
	Printing and Stationery	197,138	170,550
	Software Expense	1,272,575	7,959
	Communication Expenses	925,726	1,266,955
	Travelling and Conveyance	3,128,619	6,347,208
	Repair and Maintenance	1,074,207	1,713,305
	Loss on Sale of Fixed Assets	5,113	315,093
	Miscellaneous Expenses	4,516,749	5,068,107
	Miscellaneous Expenses Written off	400,001	493,164
	<b>Total</b>	<b>24,080,969</b>	<b>31,712,043</b>

	<u>DESCRIPTION</u>	Year ended 31st March 2013	Year ended 31st March 2012
28	<b>Extraordinary items</b>		
	Loss on Sale of Vessels	695,918,590	-
	<b>Total</b>	<b>695,918,590</b>	<b>-</b>



# JITF WATERWAYS LIMITED

## SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO FINANCIAL STATEMENTS

### NOTE:29

#### 1. Nature of Operations

JITF Waterways Limited is a Company incorporated on 24<sup>th</sup> January, 2007 with the main object to carry on the business to establish, build, maintain, operate barrages, jetties, ports, terminals, canals, water ways, for transportation by water, cargo, goods, material, passengers, shipping for the purpose of establishing and providing of necessary infrastructure / support /logistics on its own or otherwise in and outside India.

#### 2. Statement of Significant Accounting Policies

##### (a) Basis of preparation

The financial statements have been prepared to comply in all material respects with the mandatory Accounting Standards issued by the Institute of Chartered Accountants of India and the relevant provisions of the Companies Act, 1956. The financial statements have been prepared under the historical cost convention on an accrual basis.

##### (b) Revenue Recognition

Freight and demurrage earnings are recognized on completed voyage basis/ upon loading of the Vessel depending upon the risk and rewards transferred. Time Charter earning are recognized on accrual basis except where the charter party agreements have not been renewed/ finalized, in which case it is recognized on provisional basis.

##### (c) Fixed Assets

###### (i) Valuation of Fixed Assets

a) Tangible Fixed assets are stated at cost less accumulated depreciation. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use.

Borrowing costs that are directly attributable to the acquisition / construction of the qualifying assets are capitalized as a part of the respective assets, up to the date of acquisition/ completion of construction.

b) Software which is not an integral part of related hardware is classified as an Intangible asset and is stated at cost.

###### (ii) Depreciation

Depreciation is provided using the Straight Line Method as per the useful lives of the assets estimated by the management, or at the rates prescribed under schedule XIV of the Companies Act, 1956 whichever is higher

###### (iii) Expenditure during construction period for new projects /expansion cum modernization projects

Expenditures which are directly attributable to identified assets and incurred during the construction period are included under capital work-in-progress, till the completion of the project. Expenditures which are not directly attributable to an identified asset forming part of a project, including interest on borrowed funds, are carried to pre-operative expenses, till the completion of the project. On completion of the project, capital work in progress along with pre-operative expenses is carried to respective fixed assets.

##### (d) Impairment of Assets

An asset is treated as impaired when the carrying cost of asset exceeds its recoverable value. An impairment loss is charged to the profit and loss account in the year in which an asset is identified as impaired. The impairment loss is recognized in prior accounting period is reversed if there has been a change in the estimation of recoverable amount.

##### (e) Inventory Valuation

Inventories of fuel oil are carried at cost or net realisable value whichever is lower. Cost is determined on first in first out basis.

##### (f) Foreign Exchange Transaction

Foreign currency transactions are recorded at the exchange rate prevailing at the date of transaction. Monetary foreign currency assets and liabilities are translated at the year end exchange rates. All exchange differences are dealt with in the Profit & Loss Account. In case of forward foreign exchange contracts, exchange difference are dealt within the Profit and Loss Account over the life of the contract. Non monetary foreign currency items are carried at historic costs.

Gain or loss on reinstatement on the forward exchange transaction or on cancellation of forward exchange contracts, if any, is reflected in the Profit and Loss Account or capitalized till the date of installation of such fixed asset.

##### (g) Investments

Long-term investments are stated at cost which inter-alia includes brokerage, commission, stamp duty etc. When there is a decline in their value except temporary decline, the carrying amount is reduced on an individual investment basis and decline is charged to the Profit and Loss account. Appropriate adjustment is made in carrying cost of investment in case of subsequent rise in value of investments.



**JITF WATERWAYS LIMITED**  
**SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO FINANCIAL STATEMENTS**  
**NOTE:29**

**(h) Earnings Per Share**

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the year. Partly paid equity shares are treated as a fraction of an equity share to the extent that they were entitled to participate in dividends relative to a fully paid equity share during the reporting period.

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

**(i) Provision, Contingent Liabilities and Contingent Assets**

Provision involving substantial degree of estimation in measurement are recognized where there is a present obligation as a result of past event and it is probable that there will be an outflow of resources. Contingent liabilities are not provided for in the accounts but are separately disclosed by way of a note. Contingent assets are neither recognized nor disclosed in the financial statement.

**(j) Retirement Benefits**

- (i) Liabilities in respect of gratuity to the employees are accounted for on actuarial valuation basis as per determined at the year end.
- (ii) Liabilities in respect of accumulated leaves to the credit of employees are accounted for on actuarial valuation basis as per determined at the year end.

**(k) Use of Estimates**

The preparation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting year. Differences between the actual results and the estimates are recognized in the year in which the results are known/materialized.

**(l) Miscellaneous Expenditure**

Preliminary Expenses i.e. Share issue expenses on incorporation are amortized in five years after the Commencement of Business.

**(m) Taxation**

- (i) Current tax provision is computed for income calculated after considering allowances and exemptions under the provisions of the applicable Income Tax Laws.
- (ii) Deferred Tax is accounted at the current rate of tax to the extent of temporary timing differences that originate in one year and are capable of reversal in one or more subsequent years.

**3. Contingent liabilities**

(Amount in Rs.)

Description	As at 31.03.2013	As at 31.03.2012
Bank Guarantees Outstanding	36,097,500	37,042,500
Corporate Guarantees issued to lenders of subsidiary	842,544,544	548,191,000

- 4. The Company has not received any information from suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosures, if any, relating to amounts unpaid as at the yearend together with interest paid/payable as required under the said act have not been given.
- 5. Appeals in respect of certain assessments are pending and additional tax liability/refunds consequent on decision of the same is not determinable. However, on the basis of the tax return filed and assessment completed, the provision for taxation made is adequate.
- 6. Certain balances of Sundry Debtors, Creditors and other advances are subject to confirmation and/or reconciliation. The effect of the same, if any, which are not likely to be material, will be adjusted at the time of confirmation.
- 7. **Capital Commitments**

Estimated amount of contracts remaining to be executed on capital account and not provided for (Net of advances) as at March 31,2013 (Previous year Rs. 19,300,612/-)



**JITF WATERWAYS LIMITED**  
**SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO FINANCIAL STATEMENTS**  
**NOTE:29**

**8. Segment Reporting**

**(i) Information about Business Segment.**

Company has only one business segment i.e. Transportation by waterways.

**(ii) Secondary segment (Geographical Segment)**

The Secondary Segment is Geographical, the information of which is as under:-

(Amount in Rs.)

Particulars	With in India	Outside India	Total
Revenue from operation	889,551,477	1,111,673,473	2,001,224,950
	1,103,616,083	639,326,511	1,742,942,594
Segment Assets	3,064,857,030	1,883,832,372	4,948,689,402
	4,300,632,085	617,748,519	4,918,380,604
Capital Expenditure	405,194,531	--	405,194,531
	376,827,830		376,827,830

**Note:**

1. Unbold Figures pertain to previous year

**9. Related Party Transactions**

**(a). List of Related Parties & Relationship (As identified by the Management)**

**(i) Holding Company**

Jindal ITF Limited (Direct holding)

Jindal Saw Limited (Indirect holding through Jindal ITF Limited)

**(ii) Subsidiary Company**

JITF Shipping & Logistics (Singapore) Pte. Ltd.

**(iii) Fellow Subsidiary Companies:**

- JITF Water Infrastructure Limited
- JITF Urban Infrastructure Services Limited
- JITF Urban Infrastructure Limited
- JITF Shipyards Limited
- Jindal Rail Infrastructure Limited
- JITF Infralogistics Limited
- Jindal Intellicom Limited
- JITF ESIPL CETP (Sitarganj) Limited (Indirect)
- Timarpur-Okhla Waste Management Company Private Limited (Indirect)
- JITF Water Infra (Naya Raipur) Limited (Indirect)
- JITF Coal Logistics Limited
- Jindal ITF Kobelco Eco Limited (Indirect) (Upto 31<sup>st</sup> October, 2012)
- JITF Global Water Holding Pte. Ltd (Indirect) \*
- JITF Water Infra (Rajkot) Limited (Indirect) (upto 29<sup>th</sup> January, 2013)
- JITF Urban Waste Management (Bathinda ) Limited (Indirect)
- JITF Urban Waste Management (Ferozepur ) Limited (Indirect)
- JITF Urban Waste Management (Jalandhar ) Limited (Indirect)
- JITF Manila Water Development Company Limited (Indirect) (Upto 6<sup>th</sup> February, 2013)
- JITF Industrial Infrastructure Development Company Limited ( w.e.f. 2<sup>nd</sup> May, 2012)
- IUP Jindal Metals & Alloys Limited (Indirect)
- S.V. Trading Limited (Indirect)
- Jindal Saw USA, LLC (Indirect)
- Jindal Saw Holding FZE (Indirect)
- Jindal Saw Middle East FZC (Indirect)
- Jindal Saw Gulf LLC (Indirect)
- Intellicom Insurance Advisors Limited (Indirect)



# JITF WATERWAYS LIMITED

## SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO FINANCIAL STATEMENTS

### NOTE:29

- Ralael Holdings Limited (Indirect)
- Jindal Saw Italia S.P.A (Indirect)
- Jindal Fittings Ltd.
- Quality Iron & steel Ltd.
- Green Ray Holdings
- Derwent Sand SARL(Indirect)
- Universal Tube Accessories Pvt. Limited( w.e.f.30th August 2012)
- Jindal Saw Espana SL( w.e.f.21st March 2013)

*\*Strike off application for closure is filed on 3<sup>rd</sup> January,2013 with Accounting and Corporate Regulatory Authority, Singapore. Closure action is awaited.*

#### Joint Venture

- JWIL-SSIL JV( w.e.f.28th February,2012)
- SMC-JWIL JV( w.e.f.24th December,2012)
- JWIL-RANHILL JV( w.e.f.27th November,2012)

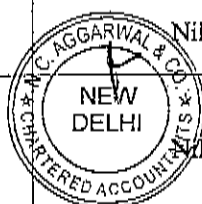
#### Key Management Personnel

1. Indresh Batra (Director)(up to 7<sup>th</sup> October,2012)
2. Jai Singh Khurana (Director) (Upto 15<sup>th</sup> January,2013)
3. Captain Pankaj Kumar (w.e.f. 21<sup>st</sup> January,2013)

#### (b). Transactions

(Amount in Rs.)

Description	Holding Company		Fellow Subsidiary/Subsidiary Company		Total	
	Current Year	Previous year	Current Year	Previous year	Current Year	Previous year
<b>Amount received as share application money:</b> Jindal ITF Limited	1,204,000,000	250,000,000	Nil	Nil	1,204,000,000	250,000,000
<b>Share Capital issued including share premium</b> Jindal ITF Limited	Nil	1,920,000,000	Nil	Nil	Nil	1,920,000,000
<b>Share Application Money Returned:</b> Jindal ITF Ltd.	Nil	1,359,000,000	Nil	Nil	Nil	1,359,000,000
<b>Advance Given to:</b> ITF Shipyards Limited	Nil	Nil	1,500,000	15,000,000	1,500,000	15,000,000
<b>Expenses reimbursed/to be reimbursed</b> Jindal ITF Limited	Nil	110,457,500	Nil	Nil	Nil	110,457,500
<b>Expenses recovered/to be recovered</b> Jindal ITF Ltd		46,226,889	Nil	Nil	Nil	46,226,889



**JITF WATERWAYS LIMITED**

**SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO FINANCIAL STATEMENTS**

**NOTE:29**

JITF Shipping & Logistics (Singapore) Pte.Ltd.	Nil	Nil	Nil	12,939,020	Nil	12,939,020
<b>Expenses recovered/to be recovered:</b>						
Jindal ITF Ltd	4,455,359	Nil	Nil	Nil	4,455,359	Nil
JITF Shipping & Logistics (Singapore) Pte.Ltd.	Nil	Nil	2,051,860	4,999,389	2,051,860	4,999,389
JITF Shipyards Limited	Nil	Nil	13,190	Nil	13,190	Nil
<b>Purchase of Barge :</b>						
JITF Shipyards Limited	Nil	Nil	125,268,006	Nil	125,268,006	Nil
<b>Guarantee Commission charged to :</b>						
JITF Shipping & Logistics (Singapore) Pte.Ltd.	Nil	Nil	4,028,175	Nil	4,028,175	Nil
<b>Interest on loan charged to :</b>						
JITF Shipping & Logistics (Singapore) Pte.Ltd.	Nil	Nil	11,707,678	Nil	11,707,678	Nil
<b>Loan given to :</b>						
JITF Shipping & Logistics (Singapore) Pte.Ltd.	Nil	Nil	561,457,785	Nil	561,457,785	Nil
<b>Loan received back from :</b>						
JITF Shipping & Logistics (Singapore) Pte.Ltd.	Nil	Nil	285,768,498	Nil	285,768,498	Nil
<b>Sale of Vessels / Barges :</b>						
Jindal ITF Limited	391,485,576	Nil	Nil	Nil	391,485,576	Nil
JITF Shipping & Logistics (Singapore) Pte.Ltd.	Nil	Nil	Nil	671,127,459	Nil	671,127,459
<b>Investment in shares of:</b>						
JITF Shipping and Logistics (Singapore) Pte Ltd	Nil	Nil	366,602,468	194,445,731	366,602,468	194,445,731
<b>Investments in Shares application money of:</b>						
JITF Shipping and Logistics (Singapore) Pte Ltd.	Nil	Nil	Nil	34,848,045	Nil	34,848,045
<b>Balance as on 31.3.2013</b>						
<b>Investments in Shares of:</b>						
JITF Shipping and Logistics (Singapore) Pte Ltd.		Nil	561,048,199	194,445,731	561,048,199	194,445,731
<b>Investments in Shares application money of:</b>						



**JITF WATERWAYS LIMITED**
**SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO FINANCIAL STATEMENTS**
**NOTE:29**

JITF Shipping and Logistics (Singapore) Pte Ltd.	Nil	Nil	Nil	34,848,045	Nil	34,848,045
<b>Amount receivable:</b>						
JITF Shipping and Logistics (Singapore) Pte Ltd.	Nil	Nil	33,948,308	26,134,845	33,948,308	26,134,845
Jindal ITF Limited	107,500,534	Nil	Nil	Nil	107,500,534	Nil
JITF Shipyards Limited	Nil	Nil	16,088,157	142,000,000	16,088,157	142,000,000
<b>Loan Receivable :</b>						
JITF Shipping and Logistics (Singapore) Pte Ltd.	Nil	Nil	287,396,965	Nil	287,396,965	Nil
<b>Share Application Money:</b>						
Jindal ITF Ltd.	1,867,000,010	663,000,010	Nil	Nil	1,867,000,010	663,000,010
<b>Share Capital Including share premium:</b>						
Jindal ITF Ltd.	3,671,399,990	3,671,399,990	Nil	Nil	3,671,399,990	3,671,399,990
<b>Amount payable to:</b>						
Jindal ITF Ltd.	Nil	56,509,611	Nil	Nil	Nil	56,509,611

**(c) Remuneration to Key Management Personnel**

Salary, bonus and contribution to PF	Current Year (Rs.)	Previous Year (Rs.)
Jai Singh Khurana	3,552,580	Nil
Capt. Pankaj Kumar	633,407	Nil

Note: The above remuneration to the key management personnel does not include the provisions made for gratuity and leave benefits, as they are determined on an actuarial basis for the company as a whole.

**10. Director Remuneration**
**(Amount in Rs.)**

Particulars	Current year	Previous year
Salary including allowances	3,209,976	--
Commission	--	--
Contribution to Provident Fund	111,871	--
Perquisites paid	230,733	--
Total	3,552,580	--



**JITF WATERWAYS LIMITED**

**SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO FINANCIAL STATEMENTS**

**NOTE:29**

11. The disclosure regarding employee benefits as per AS-15 on "Employee Benefits" (Revised 2005) are as under:-

**Defined Contribution Plan:**

Company's contribution to Provident Fund Rs. 1,118,629/- (Previous Year Rs. 958,574/-)

**Defined Benefits Plan:**

**Gratuity and leave encashment**

Actuarial Assumptions	Gratuity (Funded)		Leave Encashment (Non-Funded)	
	Current Year	Previous year	Current Year	Previous year
Discount Rate (per annum)	0.08	0.085	0.08	0.085
Future salary increase	0.055	0.06	0.055	0.060
Expect return on plan assets	0.08	0.09	0.00	0.00
Mortality rate	LIC (1994-96) Ultimate Mortality Table	LIC (1994-96) Ultimate Mortality Table	LIC (1994-96) Ultimate Mortality Table	LIC (1994-96) Ultimate Mortality Table

The assumption of future salary increase takes into account the inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.

Reconciliation of present value of obligation	Gratuity (Funded)		Leave Encashment (Non-Funded)	
	Current Year	Previous Year	Current Year	Previous Year
	(Amount in Rs.)		(Amount in Rs.)	
Present value of Gratuity/ obligation at the beginning of the Year	354120	349345	596319	582901
Current Service Cost	199088	591122	296038	349823
Past Service Cost				
Interest Cost	28330	91865	47706	49547
Benefits paid			(454476)	(632459)
Actuarial (gain)/ loss	(255288)	616139	(13986)	246507
Present value of obligation at the end of the Year	326250	1648471	471601	596319
	Gratuity (Funded)		Leave Encashment (Un-Funded)	
	(Amount in Rs.)		(Amount in Rs.)	
Present value of obligation at the end of the Period	326250	1648471	471601	596319
Fair value of plan assets at end of the Year	1285658	1064657	-	-
Funded Status/Difference	959408	(583814)	(471601)	(596319)
Excess of actual over estimated	-	-	-	-
Net present value of funded obligation recognized as asset/(liability) in the Balance Sheet	959408	(583814)	(471601)	(5,96,319)
	Gratuity (Un-Funded)		Leave Encashment* (Un-Funded)	
	(Amount in Rs.)		(Amount in Rs.)	
Expenses recognised in the Profit and Loss Account				



**JITF WATERWAYS LIMITED**
**SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO FINANCIAL STATEMENTS**
**NOTE:29**

Current Service Cost	199088	191122	296038	349823
Interest Cost	28330	29702	47706	49547
Expect return on plan assets	(95234)	(96989)	-	-
Actuarial (gain)/loss recognised in the Year	(255288)	(216139)	(13986)	246507
Past Service Cost	-	-	-	-
Total expenses recognised in the Profit and Loss Account for the Year	(123104)	(92304)	329758	645877

\*Does not include Sick leave liability of Rs.2,11,183 /- (Previous year Rs.1,96,591/-)

**12. Financial and Derivative Instruments**

(a) Nominal amounts of derivative contracts entered into by the company and outstanding as at 31st March, 2013 for hedging Currency and interest rate related risks:

S.No	Particulars	As at 31 <sup>st</sup> March,2013	As at 31 <sup>st</sup> March,2012
1.	Interest rate swaps	--	--
2.	Options	--	--
3.	Forward Contracts	--	--

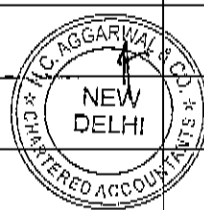
(b) Foreign Currency exposures that has not been hedged by derivative instrument or otherwise are as under:

(Rs. In Lacs)

S.No	Particulars	As at 31 <sup>st</sup> March,2013	As at 31 <sup>st</sup> March,2012
1.	Receivables/ inflow	13,330.69	--
2.	Payable/ Outflow	6,457.15	--

**13. (A) Expenditure in Foreign Exchange including expenditure for capital goods**

Description	Current Year	Previous Year
	Amount (Rs.)	Amount (Rs.)
Oil and Fuel Expenses	17,405,921	73,853,120
Port Dues Charges	-	73,875,464
Store, spares, repair & maintenance for vessel & survey fees	26,916,212	14,706,009
Insurance	20,710,856	24,192,506
Legal & Professional	1,401,682	1,098,952
Communication	3,781,656	3,843,581
Commission to Cargo/Vessels Agents	-	826,283
Charter Hire Charges	833,371,127	311,444,874



**JITF WATERWAYS LIMITED**  
**SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO FINANCIAL STATEMENTS**  
**NOTE:29**

Crane Charges	-	2,107,152
Dry Dock Charges for vessels	94,201,955	43,212,121
Others	768,840	1,431,306
<b>Total</b>	<b>998,558,249</b>	<b>550,591,368</b>

**(B) Revenue in Foreign Exchange :**

Description	Current Year	Previous Year
	Amount (Rs.)	Amount (Rs.)
Cargo freight Revenue	1,11,16,73,473	639,326,511
Guarantee Commission Received	4,028,175	-
Interest Income on Loan given to Related Party	11,707,678	-
<b>Total</b>	<b>1,127,409,326</b>	<b>639,326,511</b>

**14. a) Earnings per share (EPS) before extraordinary item after tax :**

**(Amount in Rs.)**

Description	Year ended 31st March, 2013	Year ended 31st March, 2012
<b><u>Basic and Diluted</u></b>		
Loss for the year before extraordinary item before tax	(41,728,701)	(267,955,251)
Deferred Tax (Asscts) before extraordinary item	8,938,205	113,479,184
Loss for the year before extraordinary item after adjusted deferred tax as above	(32,790,496)	(154,476,068)
No. of shares outstanding at the end of year	122,413,333	122,413,333
Weighted Average No of Shares outstanding for calculating EPS	122,413,333	58,763,060
Basic and Diluted Earnings per share	(0.27)	(2.63)



**JITF WATERWAYS LIMITED**  
**SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO FINANCIAL STATEMENTS**  
**NOTE:29**

b) Earnings per share (EPS) after extraordinary item after tax :

Description	Year ended 31st March, 2013 (Rs.)	Year ended 31st March 2012 (Rs.)
<b>Basic and Diluted</b>		
Loss for the year after extraordinary item after tax	(502,918,297)	(154,476,067)
No. of shares outstanding at the end of year	122,413,333	122,413,333
Weighted Average No of Shares outstanding for calculating EPS	122,413,333	58,763,060
Basic and Diluted Earnings per share	(4.11)	(2.63)

15 Previous year figures has been regrouped/rearranged wherever considered necessary.

As per our report of even date

For N. C. Aggarwal & Co.  
Chartered Accountants  
Firm Registration No: 003273N

G. K. Aggarwal  
Partner  
Membership No. 08662  
Place :New Delhi  
Dated: 24<sup>th</sup> May,2013



*Pankaj K.*  
**Captain Pankaj Kumar**  
Business Head

For and on behalf of the Board of Directors of JITF  
Waterways Limited

*Ashok K Aggarwal*  
**Ashok K Aggarwal**  
Whole Time Director

*Anuj Kumar*  
**Anuj Kumar**  
Director