



Annual Report 2015-2016



CHAIRMAN' MESSAGE

Dear Shareholders,

The year 2015-16 has been very hard for the company due to sluggish market. Infrastructure companies continued to face a series of challenges such as amendments in regulatory processes, insufficient and limited avenues for funding, therefore, the entire sector has continued to remain seriously stressed both operationally and financially. In our business, there is also the issue of contractor's claims not being settled and paid by the Government and public sector clients.

India's GDP grew at constant prices by 7.5% for the year. JPL had entered the year with an insufficient order book, which is reflected in the reduced turnover for FY 2015-2016. Profits and cash flows were further affected by deferment of settlement of Company's claims on certain projects, both domestic and overseas. Due to various negative impacts in the Economy, all infrastructure players have affected adversely. We were not invulnerable to this trend and the industry's downwards trend reflected in our results in this year too. The Company has earned consolidated income of Rs. 12237.43 Lacs in Financial Year 2015-16 from Rs. 30999.16 Lacs in the FY 2014-15. The company has incurred a net loss of Rs. 3211.29 Lacs (FY 2015-16) from net loss of Rs. 2595.92 Lacs (FY 2014-15).

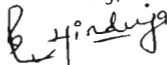
During the year gone by, we take all the setbacks positively and we will continue to sustain corporate stability and low cost with high quality work. We strongly believe that infrastructure sector is bound to grow at a very good pace in the coming financial year.

I thank you shareholders for your consistent support and I look forward to your continued support in achieving our goal. I particularly thank all of you who have come personally to this meeting, sparing your precious time.

We must thank the Board of Directors for their constant guidance & support. As said earlier, we always strive towards "re-writing the future" and with it India and your Company will grow rapidly.

Thank you very much.

Yours truly,



Prakash L. Hinduja

Chairman & Managing Director

Corporate Information

BOARD OF DIRECTORS

Mr. Prakash L. Hinduja	<i>Chairman & Managing Director</i>
Mr. Chetan Tolani	<i>Whole-time Director</i>
Mr. Gaurav P.Hinduja~	<i>Whole Time Director</i>
Mr. Parimal K. Vasavda#	<i>Independent Director</i>
Ms. Smita H. Kuber&	<i>Nominee Director</i>
Mr. Akhilesh B. Negi	<i>Independent Director</i>
Mr. Rakesh Rathor*	<i>Independent Director</i>
Ms. Neeta Tharani^	<i>Non-Executive Director</i>
Mr. Devraj B. Arjanani**	<i>Independent Director</i>

"~ (up to 30th July, 2015)

(up to 11th July, 2016)

& (up to 26th February, 2016)

* (since 14th August, 2016)

^ (since 6th June, 2016)

** (upto 31st March, 2016)"

AUDITORS

M/s. N. K. Aswani & Co.
Chartered Accountants
Ahmedabad

REGISTERED OFFICE

3rd Floor, Venus Atlantis Corporate Park,
Nr. Prahladnagar AUDA Garden,
Anandnagar Road, Satellite,
Ahmedabad-380015, Gujarat, India.

REGISTRAR & SHARE TRANSFER AGENT

M/s. Link Intime India Pvt. Ltd.
Unit NO. 303, 3rd floor Shoppers Plaza V,
Opp Municipal Market,
Behind Shoppers Plaza II, Off C.G. Road,
Ahmedabad -380009 Gujarat, India.

BANKERS

IDBI Bank
Indian Bank
Bank of Baroda
Canara Bank
State Bank of India

DOMESTIC:

DELHI OFFICE

17/15, 2nd Floor, Old Rajendra Nagar
Nr. Bada Golchakar,
B/H Agarwal Sweets,
New Delhi-110060.

AUDIT COMMITTEE:

Mr. Akhilesh Negi	<i>Chairman</i>
Mr. Parimal Vasavda	<i>Member</i>
Mr. Chetan Tolani	<i>Member</i>

STATEKEHOLDERS RELATIONSHIP COMMITTEE

Mr. Prakash L. Hinduja	<i>Chairman</i>
Mr. Akhilesh Negi	<i>Member</i>

NOMINATION & REMUNERATION COMMITTEE

Mr. Akhilesh Negi	<i>Chairman</i>
Mr. Parimal vasavda	<i>Member</i>
Mr. Prakash L. Hinduja	<i>Member</i>

ISIN :

INE343D01010

CIN :

L45201GJ1985PLC008338

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Notice

JAIHIND PROJECTS LIMITED

Registered Office: 3rd Floor, Venus Atlantis Corporate Park,
Nr. Prahladnagar AUDA Garden, Satellite, Ahmedabad-380 015, Gujarat.
Telephone: 079 40501300/ 40501301, Fax: 079 40501310/11
CIN: L45201GJ1985PLC008338, E-mail:- info@jpl.in, www.jpl.in

NOTICE is hereby given that 30th Annual General Meeting of the Members of Jaihind Projects Limited, will be held on Tuesday, 27th September, 2016 at 10.00 a.m. at the Registered Office situated at 3rd Floor, Venus Atlantis Corporate Park, Nr. Prahladnagar AUDA Garden, Anand nagar Road, Satellite, Ahmedabad- 380015 to transact the following businesses:

ORDINARY BUSINESS

1. (a) To receive, consider and adopt the Audited Financial Statement of the Company for the Financial year ended on 31st March, 2016 along with the Report of the Board of Directors and Auditors thereon; and
(b) The audited consolidated financial statement of the Company for the financial year ended 31st March, 2016.
2. To appoint a Director in place of Mr. Chetan Tolani (DIN: 02529867) who has consented to retire by rotation for compliance with the requirements of Section 152 of the Companies Act, 2013, and being eligible, offers himself for reappointment.
3. To re-appoint Statutory auditors to hold office from the conclusion of this Annual General Meeting of the Company until the conclusion of next Annual General Meeting and fix their remuneration and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:
"RESOLVED THAT pursuant to Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s. N. K. Aswani & Co., Chartered Accountants (Firm Registration No. 100738W, Membership No. 033278) be and is hereby appointed as the Statutory Auditors of the Company to hold the office from the conclusion of this Annual General Meeting till the Conclusion of the next Annual General Meeting to examine and audit the accounts of the Company at such remuneration as may be recommended by the Audit Committee and approved by the Board of Directors of the Company in consultation with the Statutory Auditors."

SPECIAL BUSINESS

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:
"RESOLVED THAT Ms. Neeta Chandrakumar Tharani (DIN - 07536734), who was appointed as an Additional Director of the Company with effect from 6th June, 2016 pursuant to applicable provisions of the Companies Act, 2013 ("the Act") and Article 102 of the Articles of Association of the Company and who holds office only up to the date of this Annual General Meeting and in respect of whom notice under Section 160 of the Act has been received from a member signifying his intention to propose Ms. Neeta Chandrakumar Tharani as a candidate for the office of Director of the Company, be and is hereby appointed as a non-executive Director of the Company, liable to retire by rotation."
5. 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 Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 16(1)(b) of SEBI (LODR) Regulations, 2015, Shri Rakesh Bhai Amrutlal Rathod (DIN-07569002), who was appointed as an Additional Director of the Company in the capacity of a Non-Executive Independent Director w.e.f. August 14, 2016 by the Board of Directors 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 up to 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 Non-Executive Independent Director of the Company for a consecutive term of five years commencing from August 14, 2016."
6. To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:
"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 or any statutory modification or re-enactment thereof, M/s. M. I. Prajapati & Associates, Cost Accountants, Ahmedabad, appointed by the Board of Directors of the Company to conduct an audit of the Cost Records of the Company for the financial year ending 31st March, 2017, be paid a remuneration of ₹ 35,000 (excluding service tax, as applicable) in addition to reimbursement of out of pocket expenses incurred by them during the course of Audit."
"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take such actions as maybe necessary for implementing the above resolution."

Date : 14.08.2016
3rd Floor, Venus Atlantis,
Nr. Prahladnagar AUDA Garden,
Anandnagar Road, Satellite,
Ahmedabad- 380015

For Jaihind Projects Limited

Prakash L. Hinduja
Chairman & Managing Director

Notice (Contd...)

Notes

- The Explanatory Statement, pursuant to provisions of section 102 of the Companies Act, 2013 and rules made thereunder is annexed hereto and forms part of the notice.
- **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF, ON A POLL ONLY AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of members not exceeding 50 [fifty] and holding in the aggregate not more than ten per cent of the total share capital of the Company.
- The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxy form submitted on behalf of the Companies, Societies, etc. must be supported by an appropriate resolution /authority, as applicable. Proxy shall not vote, except on a poll.
- The Book Closure Date for Members of the Company will be on Tuesday, 20th September, 2016 to Tuesday, 27th September, 2016 (both days inclusive).
- The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting of the Company.
- Members/Proxies should bring the Attendance Slip duly completed and signed in accordance with the specimen signature registered with the Company for attending the Meeting. A Proxy Form is annexed to this report.
- Corporate Members intending to send their authorised representatives are requested to send duly certified copy of Board Resolution authorizing their representatives to attend and vote at the ensuing Annual General Meeting.
- Members holding shares in electronic form are requested to intimate any change in their registered address/E-mail address and/or bank mandates to their Depository Participants with whom they are maintaining their demat accounts immediately. Members holding shares in physical form are requested to advise any change in their registered address to M/s. Link Intime India Private Limited, the Registrar and Share Transfer Agent.
- At the ensuing Annual General Meeting, Mr. Chetan Tolani who retire by rotation and being eligible offer himself for re-appointment. The information or details pertaining to other Directors who are being appointed/re-appointed, the details in terms of regulation 27 of the SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 with the Stock Exchanges are furnished in the statement of Corporate Governance published elsewhere in this Annual Report.
- Trading in the shares of the Company can be done in dematerialized form only. Dematerialization would facilitate paperless trading through state-of-the-art technology, quick transfer of corporate benefits to members and avoid inherent problems of bad deliveries, loss in postal transit, theft and mutilation of share certificate and will not attract any stamp duty. Hence, we request all those members who have still not dematerialized their shares to get their shares dematerialized at the earliest.
- Members are requested to contact our Registrar and Transfer Agent for any query related to shares, and other inquiry at following address.

M/s. Link Intime (India) Pvt Ltd.

Unit : Jaihind Projects Ltd.

(Ahmedabad Branch)

Unit No. 303, 3rd Floor Shoppers Plaza V, Opp. Municipal Market, Behind Shoppers Plaza II,

Off. C.G.Road, Ahmedabad 380009

Tel Nos. 079 26465179, Fax No. 079 26465179, Email ahmedabad@linkintime.co.in

- Please Quote folio no. / DP ID & CL. ID for any Communication for their shareholding. Bring the copy of Annual Report at the meeting.
- The Company's shares are listed at Mumbai Stock Exchange (BSE) & National Stock Exchange of India Limited (NSE). The Company has paid listing fees to both, BSE & NSE for financial year **2016-2017**.
- **Green initiative matter**

The Ministry of Company Affairs (MCA) has taken the "Green Initiative in Corporate Governance" (Circular No. 17/2011 dated April, 2011 and Circular No. 18/2011 dated April 20, 2011) along with paperless compliance by compliances by companies through electronic mode.

Keeping in view underlying theme and circular issued by MCA, we propose to send all documents to be sent to shareholders like General Meeting Notice including the AGM, Annual Report including Audited Financial Statements, Director Report, Auditor Report etc. to our shareholder in electronic form, to the email address provided by them and made available to us by the Depositories.

Notice (Contd...)

Please also note that you will be entitled to be furnished free of cost, with a copy of the Annual Report of the Company and all other documents required by law to be attached thereto, **only upon receipt of a requisition from you at any time**, as a member of the Company such a requisition may be sent to the Registered Office of the Company at the address mentioned elsewhere in the report.

• Voting through electronic means

Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Clause 35B of the Listing Agreement, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The members may cast their votes using an electronic voting system through remote e-voting services provided by Central Depository Services Limited (CDSL) from a place other than the venue of the Meeting.

The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.

The Company has engaged the services of Central Depository Services Limited (CDSL) as the Agency to provide e-voting facility.

The Board of Directors of the Company has appointed Ms. Avani Sandip Solanki, Practising Company Secretary of M/S. A. S. Solanki & Associates, (Membership No. ACS: 31508) (Address: E-405, Arjun Exotica, Nr. Arjun Tower, C.P. Nagar, Ghatlodia, Ahmedabad-380061) as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The Members whose names appear in the Register of Members / List of Beneficial Owners as on September 20, 2016 (cut – off date) are entitled to vote on the resolutions set forth in this Notice.

The instructions for members for voting electronically are as under:-

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN Field. In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB#	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details#	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

Notice (Contd...)

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

General Instructions:

- i. The voting rights of Members shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on September 20, 2016, the cut-off date.
- ii. Members can opt for only one mode of voting, i.e., either by physical poll or remote e-voting. In case Members cast their votes through both the modes, voting done by remote e-voting shall prevail and votes cast through physical poll will be treated as invalid.
- iii. Members who do not have access to remote e-voting facility have been additionally provided the facility of voting through Ballot paper.
- iv. The Scrutinizer shall immediately after the conclusion of voting at the General Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make not later than three days of conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.
- v. The result of the voting on the Resolutions at the Meeting will be announced by the Chairman or any other person authorized by him forth their on receipt of the Scrutinizers Report.
- vi. The results declared will communicated to the Stock Exchanges.

Notice (Contd...)

- All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (3.00 pm to 5.00 pm) on all working days, up to and including the date of the Annual General Meeting of the Company. The Notice of 30th AGM, details and instructions for e-voting and the Annual Report of the Company for the year ended 31st March, 2016 will be uploaded on the Company's website and may be accessed by the members.

Date : 14.08.2016
3rd Floor, Venus Atlantis,
Nr. Prahladnagar AUDA Garden,
Anandnagar Road, Satellite,
Ahmedabad- 380015

For Jaihind Projects Limited

Prakash L. Hinduja
Chairman & Managing Director

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

ITEM NO. 4

Ms. Neeta Chandrakumar Tharani (DIN 07536734) was appointed as an Additional Director of the Company with effect from June 6, 2016 by the Board of Directors. In terms of Section 161(1) of the Companies Act, 2013, Ms. Neeta Chandrakumar Tharani holds office up to the date of this Annual General Meeting but is eligible for the appointment as a Director. The Company has received a Notice from a member in writing under Section 160 of the Act, proposing his candidature for the office of a Director. The Board recommends the passing of the Ordinary Resolution as set out in the Item no. 4 of the Notice for the appointment of Ms. Neeta Chandrakumar Tharani as a Non-Executive Director, liable to retire by rotation. A statement containing his profile is given as per Annexure 1. Except Ms. Neeta Chandrakumar Tharani, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.4.

Annexure-1

Name	Ms. Neeta Chandrakumar Tharani
Qualification	Post Graduate/Master/Equivalent
Experience	She has experience of more than 15 years in management field.
Directorship held in Listed Companies	None
Other directorship	None
Chairman / Member of the Committees of the Board of the other companies on which he is a director	None
No. of shares held in the company	None
Disclosure of the relationships	Ms. Neeta Chandrakumar Tharani is not, in any way, concerned/ interested/ related with any of the other directors of the company.

ITEM NO. 5

Mr. Rakesh Bhai Amrutlal Rathod (DIN 07569002) was appointed as an Additional Director of the Company with effect from August 14, 2016 by the Board of Directors. In terms of Section 161(1) of the Companies Act, 2013, Mr. Rakesh Bhai Amrutlal Rathod holds office up to the date of this Annual General Meeting but is eligible for the appointment as a Director. The Company has received a Notice from a member in writing under Section 160 of the Act, proposing his candidature for the office of a Director. The Board recommends the passing of the Ordinary Resolution as set out in the Item no. 5 of the Notice for the appointment of Mr. Rakesh Bhai Amrutlal Rathod as a Non-Executive Independent Director, for a consecutive term of five years commencing from August 14, 2016. A statement containing his profile is given as per Annexure 2. Except Mr. Rakesh Bhai Amrutlal Rathod, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.4.

Notice (Contd...)

Annexure-2

Name	Mr. Rakeshbhai Amrutlal Rathod
Qualification	Post Graduate/Master/Equivalent
Experience	He has experience of more than 10 years in finance and Marketing field.
Directorship held in Listed Companies	None
Other directorship	None
Chairman / Member of the Committees of the Board of the other companies on which he is a director	None
No. of shares held in the company	None
Disclosure of the relationships	Mr. Rakeshbhai Amrutlal Rathod is not, in any way, concerned/ interested/ related with any of the other directors of the company.

Date : 14.08.2016
3rd Floor, Venus Atlantis,
Nr. Prahladnagar AUDA Garden,
Anandnagar Road, Satellite,
Ahmedabad- 380015

For Jaihind Projects Limited

Prakash L. Hinduja
Chairman & Managing Director

I. GENERAL INFORMATION

1. Nature of Industry : Engineering and Construction
2. Date of Commencement of Commercial Production : Not Applicable
3. In case of new Companies, expected date of Commencement of activities as : Not Applicable
per project approved by Financial institutions appearing in the Prospectus.
4. Financial Performance
Financial performance of the Company for the last five years.

[₹ in lacs]

Sr.no.	Particulars	Financial Year				
		2015-16	2014-15	2013-14	2012-13	2011-12
1	Paid-up Capital	975.74	975.74	975.74	975.74	975.74
2	Reserves & Surplus	148.96	2131.35	5824.49	8167.34	12823.32
3	Total Revenue	12198.10	29356.89	30449.15	31012.07	53671.58
4	Net Profit afterTax	(3010.47)	(1792.43)	(2198.53)	(5469.80)	2351.46
5	Rate of Dividend declared	Nil	Nil	Nil	Nil	Nil

5. Foreign investments or collaborators, if any: The Company is a listed entity and 1% of equity is held by NRIs. There is no foreign collaboration for any investment.

II. INFORMATION ABOUT THE APPOINTEES:

A. Mr. Chetan Tolani, Whole-time Director:

1. Background Details, Recognition or Awards, Job Profile and his suitability:

Mr. Chetan Tolani is commerce graduate. He has over 20 years of experience in Operation & Project Management, Planning and Administration of various projects. He has held various senior level positions viz. Vice-president, Director in various industries before joining Jaihind.

Management of Jaihind believes that, with the induction of Mr. Chetan Tolani who has rich experience in project execution and monitoring will help the company to expedite ongoing project execution, bagging new project and expediting revenue generation in larger interest of company and its lenders.

Notice (Contd...)

Based on the recommendation of the Nomination and Remuneration Committee, his appointment as a Director designated as Whole-time Director of the Company was approved by the Board of Directors at its Meeting held on July 10, 2015, for a period of three years with effect from July 1, 2015.

2. Past Remuneration during last four years:

It may be noted that Mr. Chetan Tolani has been appointed on July 1, 2015 i.e. during the previous financial year 2015- 2016 as Whole-time Director and therefore the remuneration paid to him for the last three financial years is not applicable.

3. Remuneration Proposed: As stated in the Statement annexed to the Notice.

4. Comparative Remuneration Profile with respect to Industry, Size of the Company, Profile of the Position and Person:

Taking into consideration the size of the Company, the profile of the Whole-time Director and the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed for Mr. Chetan Tolani is much below the line, compare to remuneration packages paid to similar senior level person in other Companies.

Details of Annual remuneration package in different companies of similar line of business for similar post/ person: Further, remuneration package is lesser as compared to that drawn by the Peers in the similar capacity in the similar Industry.

Details of Annual remuneration package in different companies of similar line of business for similar post/ person:

Sr.No.	Name of the Company	Position	Annual Remuneration package (₹ In lacs)
1.	IVRCL Limited	Joint Managing Director	50.41
2.	Lanco Infratech Ltd.	Deputy Managing Director	365.58
3.	PSL Limited	Whole-time Director	74.75
4.	Jaihind Projects Limited	Whole-time Director	8.00

Therefore aforesaid proposed remuneration is reasonable and comparable to the remuneration paid to Professional Directors in the Industry and hence is more than justified.

5. Pecuniary Relationship directly or indirectly with the Company, or Relationship with the Managerial Personnel, if any:

Mr. Chetan Tolani does not have any pecuniary relationship directly or indirectly with the Company. He is not related to any other director or managerial personnel. Further, as on date his holding in the company is Nil.

III. OTHER INFORMATION:

(i) Reasons of loss or inadequate profits:

The Company had consistence growth in turnover as well as profitability till FY. 2011-12. Thereafter, many internal and external factors results in to slowdown in growth and mainly margins of profitability. There are some domestic and international factors. In domestic front, India's GDP growth has slow down. Further performance of the Infrastructure sector is at downward trend. Since last 3 years, infrastructure sector is passing through worst position and almost all the industrial units are making losses, due to their own problems of increase in material cost, Govt. policies, Land Acquisition Issue, Cash flow situation, Projects on hold, Delay in payments from clients, High finance cost and other various issues.

Due to above problems and consequential liquidity problems faced by the Company, the Company's activity got affected, forcing the Company to propose Corporate Debt Restructuring. Due to low level EPC activity, the fixed costs like Interest and other administration overheads could not be recovered in full. In addition to this, there were additional costs in some of the Projects which were due to delays in execution and increased material costs. All these costs resulted into losses or inadequate profits in the year. You can see from the figures provided above that the Net Profits has substantially lower than earlier years.

This trend is seen for all the Company's which are engaged in the similar sector. Most of the companies have made loss in the financial year 2012-13 onwards. This trend is likely to continue further some time.

Overview of the Company Jaihind Projects Limited (JPL):

Jaihind Projects is a 50 year old company and stands among the leading engineering, construction and infrastructure development companies in India. In its impeccable history of 50 years, the company has constructed more than 14,000