

**DIRECTORS' REPORT**

To  
The Members,

Your Directors have pleasure in presenting the Second Annual Report together with the Audited Financial Statements of the Company for the Financial Year ended March 31, 2015.

**STATUS OF THE PROJECT**

Jaypee Healthcare Limited (JHCL) was incorporated on 30<sup>th</sup> October, 2012 as a wholly owned subsidiary of Jaypee Infratech Limited (JIL) for establishing institution of excellence in healthcare with a vision for providing world class healthcare affordable to the society and for promoting research.

The Flagship hospital of Jaypee Group – Noida, built across a sprawling 25 acre campus comprising of 504 Beds, is partially operational from April, 2014 with various facilities like OPD operation for Internal Medicine, Radiology, Lab and Executive Health Check up in its first phase of operations.

**FINANCIAL HIGHLIGHTS**

The working results of the Company for the year under review are as under:

Sl. No.	Particulars	Year ended 31.03.15 (Rs. Cr.)	Year ended 31.03.14 (Rs. Cr.)
<b>(A)</b>	<b>PROFITABILITY</b>		
1	Total Turnover during the year	10.27	-
2	Total expenses (except depreciation/ finance costs)	11.02	1.26
3	Finance costs	1.77	-
4	Depreciation & amortization	2.03	-
5	Total Expenses (2+3+4)	14.83	-
6	Exceptional/Extra-ordinary items	-	-
7	Profit before Tax	(4.56)	(1.26)
8	<b>Profit after Tax</b>	(4.56)	(1.26)

<b>(B)</b>	<b>LIABILITIES &amp; ASSETS</b>		
1	Share Capital	427.50	250.00
2	Reserves & Surplus	(5.82)	(1.26)
3	Non Current Liabilities	324.15	238.79
4	Current Liabilities	97.95	38.12
5	<b>Total Equity &amp; Liabilities (1+2+3+4)</b>	843.78	525.65
6	Non Current Assets	710.93	513.76
7	Current Assets	132.85	11.89
8	<b>Total Assets (6+7)</b>	843.78	525.65

### **DIVIDEND**

The Board of Directors have not recommended any dividend for the financial year 2014-2015.

### **RESERVES**

No amount has been recommended for transfer to any reserves.

### **SHARE CAPITAL**

During the year under review, the Authorised Share Capital of the Company was increased from Rs. 250 Crores (divided into 25, 00, 00,000 Equity Shares of Rs. 10/- each) to Rs. 600 Crores (divided into 60, 00, 00,000 Equity Shares of Rs. 10/- each).

During the year under review, the Company allotted 17, 75, 00,000 Equity Shares of Rs. 10/- each to Jaypee Infratech Limited, its holding Company by way of Rights Issue. The Paid-up Equity Share Capital of the Company as on 31<sup>st</sup> March, 2015 was Rs. 427.50 Crores (divided into 42, 75, 00, 000 Equity Shares of Rs. 10/- each).

### **SUBSIDIARY COMPANY**

During the year under review, the Company do not have any Subsidiaries within the meaning of Section 2(87) of the Companies Act, 2013, and Associate company as per Section 2(6) of the Companies Act, 2013.

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## **DIRECTORS' RESPONSIBILITY STATEMENT**

In terms of Section 134(3) (c) & (5) of the Companies Act, 2013, with respect to Directors' Responsibility Statement, your Directors confirm that:

- (a) in the preparation of the annual accounts for the financial year ended 31<sup>st</sup> March, 2015, the applicable accounting standards read with requirements set out under Schedule III to the Companies Act, 2013 have been followed and there are no material departures from the same;
- (b) 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 as at 31<sup>st</sup> March, 2015 and of the profit and loss of the Company for the year ended on that date;
- (c) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the Directors had prepared the annual accounts on a going concern basis;
- (e) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## **CHANGES IN DIRECTORS AND KEY MANAGERIAL PERSONNEL**

In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company, Shri Sunil Kumar Sharma and Shri Sunny Gaur, Directors of the Company, retire by rotation at the ensuing Annual General Meeting and being eligible have offered themselves for re-appointment.

During the year under review following changes occurred in the offices of Directors/KMP's of the Company:

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S.No.	Name	Designation	Date of Appointment
1.	Dr. Vikram Singh Raghuvanshi	Additional Director	12/09/2014
2.	Shri Sachin Gaur	Director & Chief Financial Officer	25/02/2015
3.	Smt. Rekha Dixit	Whole-time Director	25/02/2015
4.	Shri Sham Lal Mohan	Additional Director (Independent)	28/03/2015
5.	Shri Atanu Sen	Additional Director (Independent)	28/03/2015
6.	Smt. Suman Lata Choudhary	Company Secretary	25/02/2015

#### **DECLARATION BY THE INDEPENDENT DIRECTORS**

The Company has received declarations under Section 149(7) of the Companies Act, 2013 from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013.

#### **MEETINGS OF BOARD OF DIRECTORS**

The Board of Directors met 10(ten) times during the financial year 2014-15. The Board Meetings were held on: i) 03.04.2014, ii) 25.04.2014, iii) 26.07.2014, iv) 12.09.2014, v) 25.09.2014, vi) 01.10.2014, vii) 22.12.2014, viii) 31.01.2015, ix) 25.02.2015 and x) 28.03.2015.

#### **PERFORMANCE EVALUATION**

##### **Evaluation by the Board**

The Board evaluated the performance of the Board as a whole, performance of the Committees and also the performance of individual Directors on the basis of following criteria:

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## **I. Board as a whole**

*The performance of the Board as a whole shall be generally evaluated on the following basis:*

- (i) Appropriate composition of the Board with the right mix of knowledge and skills required to drive organizational performance in an efficient manner;*
- (ii) Establishment of adequate corporate environment by promoting timely and effective disclosures, fiscal accountability, high ethical standards and compliance with Companies Act, other laws & regulations and Memorandum & Articles of the Company;*
- (iii) Effective corporate governance structure that allows and encourages the Directors to fulfill their responsibilities;*
- (iv) Holding of adequate and timely meetings to enable proper consideration of issues;*

## **II. Individual Directors**

*The performance of Non Independent Directors shall be generally evaluated on the following basis:*

- (i) Administrative abilities;*
- (ii) Adherence to ethical standards;*
- (iii) Contribution to the Company's performance;*
- (iv) Ability to meet the challenges faced by the Company;*
- (v) Ensuring statutory and non statutory compliances;*
- (vi) Attendance and participation in meetings of Board/ Committees/ Shareholders.*

## **III. Committees of the Board**

*The performance of the Committees of the Board shall be generally evaluated on the following basis:*

- (i) Compliance with Companies Act, other Laws & regulations and Memorandum & Articles of the Company;*
- (ii) Adherence to Company's Policies and internal procedures;*



- (iii) *Fulfillment of the prescribed roles and responsibilities;*
- (iv) *Co-ordination with the Board of Directors.*

The Board expressed its satisfaction over the performance of every Director, Board and its Committees.

### **COMMITTEES OF THE BOARD**

Currently, the Board has two committees, the Audit Committee and the Nomination and Remuneration Committee.

The Board has a defined set of guidelines and an established framework for conducting the meetings of the said Committees. The composition of the committees and scope of work, are as per the applicable provisions of the Companies Act, 2013 read with Rules framed thereunder.

#### **A) AUDIT COMMITTEE**

During the year under review, the Audit Committee of the Board of Directors was reconstituted to induct Independent Directors as members of the Committee forming majority as per the provision of Section 177 of the Companies Act, 2013 read with Rule 6 of the Companies (Meeting of Board and its Power) Rules, 2014.

After such reconstitution, Audit Committee consists of three Directors namely Smt. Rekha Dixit as Chairperson, Shri Sham Lal Mohan and Shri Atanu Sen, Independent Directors as member. All the members of the committee have knowledge of financial and accounting matters.

*The terms of reference of the Audit Committee are as under:*

- (i) *The recommendation for appointment, remuneration and terms of appointment of auditors of the Company;*
- (ii) *Review and monitor the auditor's independence and performance, and effectiveness of audit process;*
- (iii) *Examination of the financial statement and the auditor's report thereon;*

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- (iv) *Approval and any subsequent modification of transactions of the company with related parties;*
- (v) *Scrutiny of inter-corporate loans and investments;*
- (vi) *Valuation of undertakings or assets of the company, wherever it is necessary;*
- (vii) *Evaluation of internal financial controls and risk management system;*
- (viii) *Monitoring the end use of funds raised through public offers and related matters.*

*The Audit Committee may call for the comments of the auditors about internal control systems, the scope of audit, including the observations of the auditor and review of financial statement before their submission to the Board and may also discuss any related issues with the internal and statutory auditors and management of the Company.*

Further, as per the requirement under Section 177(8) of the Companies Act, 2013, it is stated that there is no instance where the Board has not accepted the recommendations of the Audit Committee.

## **B) NOMINATION AND REMUNERATION COMMITTEE**

During the year under review, the Nomination and Remuneration Committee of the Board of Directors was reconstituted to induct Independent Directors as members of the Committee forming majority as per the provision of Section 178 of the Companies Act, 2013 read with Rule 6 of the Companies (Meeting of Board and its Power) Rules, 2014.

After such reconstitution, Nomination and Remuneration Committee consists of three Directors namely Shri S.K. Jain as Chairperson, Shri Sham Lal Mohan and Shri Atanu Sen, Independent Directors as members.

## **POLICY ON DIRECTOR'S, KMP'S & OTHER EMPLOYEES APPOINTMENT & REMUNERATION**

The Nomination & Remuneration Committee of the Board of Directors of the Company leads the process for Board appointments, in accordance with the requirements of the Companies Act, 2013. The Committee shall identify and

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ascertain the integrity, qualification, expertise and experience of the candidate for appointment as Director, KMP, or at senior management level.

In addition to the above, the candidature of an Independent Director is also evaluated in terms of the criteria of independence as stipulated under the Companies Act, 2013. During the year under report, the Board of Directors of the Company has adopted the following policies:

- a) Policy on Director's selection, appointment and Remuneration Policy for Directors, KMPs and other employees, attached as **ANNEXURE-A** to this Report.

#### **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186**

During the year under review, your Company had not given any loan, provided any guarantee and also not made any investment under Section 186 of the Companies Act, 2013.

#### **PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES REFERRED TO IN SECTION 188(1)**

All contracts/arrangements/transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis. The details of the related party transaction in Form AOC-2 are provided in **ANNEXURE-B** of this Report.

#### **EXTRACT OF THE ANNUAL RETURN**

Extract of Annual Return of the Company in Form No. MGT-9 is enclosed herewith as **ANNEXURE-C** to this Report.

#### **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO**

The particulars relating to conservation of energy, technology absorption, foreign exchange earnings and outgo are provided in **ANNEXURE-D** to this Report.





## **AUDITORS AND AUDITORS' REPORT**

### **Statutory Auditors:**

M/s. Awatar & Co. (Firm Registration No. 000726N), Chartered Accountants the existing Statutory Auditor shall retire at the ensuing Annual General Meeting. M/s Awatar & Co. have provided their consent and certificate of eligibility as per provisions of the Section 141 of the Companies Act, 2013 for their reappointment for a term of five consecutive years from the conclusion of 2<sup>nd</sup> (Second) Annual General Meeting [AGM] till the conclusion of 7<sup>th</sup> (Seventh) Annual General Meeting [AGM], subject to ratification of their appointment by the Members of the Company at every Annual General Meeting at such remuneration as may be decided by the Board of Directors of the Company.

The Auditors' Report is self-explanatory and does not contain any qualification, reservation or adverse remark requiring explanations or comments from board under section 134 (3) (f) (i) of the Companies Act, 2013.

### **Internal Auditors:**

The Board had appointed Mr. Suresh Kumar, holding the position of Sr. Manager (F & C) as Internal Auditor of the Company for the financial year 2014-15. He has carried out the internal audit of the Company and the internal audit report submitted by him does not contain any qualification, reservation or adverse remark.

## **SECRETARIAL AUDITORS AND SECRETARIAL AUDIT REPORT**

The Board has appointed Shri R. S. Bhatia, Practicing Company Secretary, to conduct Secretarial Audit for the financial year 2014-15. The Secretarial Audit Report for the financial year ended March 31, 2015 is annexed herewith as **ANNEXURE-E** to this Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

## **PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES**

During the year under review, none of the employees were in receipt of remuneration exceeding the limit prescribed in terms of the provision of Section 197 and other applicable provisions of the Companies Act, 2013 read with Rules 5 (2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.



## **DEPOSITS**

The Company has neither invited nor accepted any deposit within the meaning of Section 73 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014.

## **MATERIAL CHANGES & COMMITMENTS AFFECTING FINANCIAL POSITION OF THE COMPANY**

There have been no material changes and commitments, 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 this Report.

## **RISK MANAGEMENT**

In line with the new regulatory requirements, the Company has framed a Risk Management Policy to identify the elements of risk, if any, and to monitor the compliance of the said Policy. The Company feels that in view of the present Government policy for development and the nature of Company's activities, there were no immediate risks that may threaten the existence of the Company.

## **INTERNAL FINANCIAL CONTROLS**

The Company has adequate internal financial controls in place with reference to the financial statements during the year under review.

## **VIGIL MECHANISM**

Pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013, a Vigil Mechanism for directors and employees to report genuine concerns has been established. The Vigil Mechanism Policy provides a mechanism for directors and employees of the Company to approach Vigilance Officer/Chairperson of the Audit Committee including but not limited to events like breach of Company's code of conduct, business integrity & ethics, wilful negligence, fraud or any other malpractices.

## **DISCLOSURE UNDER THE SEXUAL HARRASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

An Internal Complaints Committee (ICC) has been set up by the Company to redress complaints received regarding sexual harassment. No such complaints were received from any employee during the year under review.

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## **CORPORATE SOCIAL RESPONSIBILITY**

Since the Company does not fall in the ambit of the provision of Section 135 of the Companies Act, 2013, the Company is not required to formulate a policy on Corporate Social Responsibility during the year under review.

### **GENERAL**

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

1. Issue of equity shares with differential rights as to dividend, voting or otherwise.
2. Issue of shares (including sweat equity shares) to employees of the Company under any scheme.
4. No significant or material orders were passed by the Regulators or Courts or Tribunals which would impact the going concern status and Company's operations in future.

Your Directors, further state that during the year under review, no frauds were reported to the Audit Committee/Board of directors.

### **ACKNOWLEDGEMENT**

Your Directors would like to express their sincere appreciation for the assistance and co-operation received from the Financial Institutions, Banks, Government authorities, Customers, Vendors and Members during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the committed services by the Company's executives, staff and workers.

**For and on behalf of the Board of Directors**

**Place: Noida**

**Date: 25<sup>th</sup> May, 2015**



**(Manoj Gaur)**

**(Chairman)**

**DIN No.: 00008480**

# **JAYPEE HEALTHCARE LIMITED**

## **NOMINATION AND REMUNERATION POLICY**



## Introduction:

A transparent, fair and reasonable process for determining the appropriate remuneration at all levels of the Company is required to ensure that Shareholders remain informed and confident in the management of the Company. To harmonize the aspirations of human resources consistent with the goals of the Company and in terms of the provisions of the Companies Act, 2013, as amended from time to time this policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Committee and approved by the Board of Directors.

The objective and purpose of this policy are:

- i) To lay down criteria and terms and conditions with regard to identifying persons who are qualified to become Directors (Executive and Non-Executive) and persons who may be appointed in Senior Management, Key Managerial Personnel and other employees and to determine their remuneration.
- ii) To determine remuneration based on the Company's size and financial position and trends and practices on remuneration prevailing in peer companies, in the Healthcare industry.
- iii) To provide them reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.
- iv) To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage. In the context of the aforesaid criteria the following policy has been formulated by the Nomination and Remuneration Committee and adopted by the Board of Directors at its meeting held on 31<sup>st</sup> January, 2015.

## Definitions :

- i) **"Board"** means Board of Directors of the Company.
- ii) **"Directors"** means Directors of the Company.
- iii) **"Committee"** means Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board.
- iv) **"Company"** means Jaypee Healthcare Limited
- v) **"Independent Director"** means a director referred to in Section 149 (6) of the Companies Act, 2013.
- vi) **"Key Managerial Personnel"** (KMP) means-
  - (a) Chief Executive Officer or Managing Director;
  - (b) Whole-time Director;
  - (c) Chief Financial Officer;
  - (d) Company Secretary;
  - (e) Such other officer as may be prescribed under the applicable statutory provisions / regulations.



vii) **“Senior Management”** means personnel of the company who are members of its core management team excluding Board of Directors comprising all members of management one level below the executive directors, including the functional heads. Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 as may be amended from time to time shall have the meaning respectively assigned to them therein.

### **Applicability**

The Policy is applicable to :

- i) Directors (Executive and Non Executive)
- ii) Key Managerial Personnel
- iii) Senior Management Personnel
- iv) Other employees

### **General**

This Policy is divided in three parts:

Part – A covers the matters to be dealt with and recommended by the Committee to the Board

Part – B covers the appointment and nomination and

Part – C covers remuneration and perquisites etc.

The key features of this Company's policy shall be included in the Board's Report.

### **PART – A**

#### **MATTERS TO BE DEALT WITH, PERUSED AND RECOMMENDED TO THE BOARD BY THE NOMINATION AND REMUNERATION COMMITTEE**

The Committee shall:

- i) Formulate the criteria for determining qualifications, positive attributes and independence of a director.
- ii) Identify persons who are qualified to become Director and persons who may be appointed in Key Managerial and Senior Management positions in accordance with the criteria laid down in this policy.
- iii) Recommend to the Board, appointment and removal of Director, KMP and Senior Management Personnel.





## PART – B

### POLICY FOR APPOINTMENT AND REMOVAL OF DIRECTOR, KMP AND SENIOR MANAGEMENT

#### Appointment criteria and qualifications:

1. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.
2. A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.
3. The Company shall not appoint or continue the employment of any person as Managing Director / Whole-time Director who has not attained the age of twenty one years and has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years. The person for the position of Director / Managing Director / Whole-time Director should not be disqualified under Section 164 and Section 196, read with Schedule V of the Companies Act, 2013 and the Rules made thereunder.

#### Term / Tenure:

##### 1. Managing Director/Whole-time Director:

The Company shall appoint or re-appoint any person as its Managing Director or Whole-time Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

##### 2. Independent Director:

- i) An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.
- ii) No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.
- iii) The Company will enter into a letter of engagement with Independent Directors. This letter of engagement will set out the terms and conditions of the engagement and the performance expectations for the role and remuneration package of that director. The said terms and conditions must be approved by the Board.
- iv) At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company.



### 3. Removal:

Due to reasons for any disqualification mentioned in the Companies Act, 2013, rules made thereunder or under any other applicable Act, rules and regulations, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

### 4. Retirement:

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position / remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

### 5. Training :

The Company shall provide suitable training to Independent Directors to familiarize them with the Company, their roles, rights, responsibilities in the company, nature of the industry in which the company operates, business model of the company, etc.

## PART – C

### POLICY RELATING TO THE REMUNERATION FOR THE MANAGING DIRECTOR, WHOLE-TIME DIRECTOR, KMP, SENIOR MANAGEMENT PERSONNEL AND OTHER EMPLOYEES

#### General:

- i) The remuneration / compensation / commission etc. to the Managing Director /Whole-time Director, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.
- ii) The remuneration and commission to be paid to the Managing Director /Whole-time Director shall be in accordance with the percentage / slabs / conditions laid down in the Articles of Association of the Company and as per the provisions of the Companies Act, 2013, and the rules made thereunder.
- iii) Increments to the existing remuneration / compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Managing Director /Whole-time Director.
- iv) Where any insurance is taken by the Company on behalf of its Managing Director /Whole-time Director, Chief Executive Officer, Chief Financial Officer, the Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.



## Remuneration to Managing Director /Whole-time Director/ KMP and Senior Management Personnel:

### i) Fixed pay:

The Managing Director /Whole-time Director / KMP and Senior Management Personnel shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee. The break up of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.

### ii) Minimum Remuneration:

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managing Director / Whole-time Director in accordance with the provisions of Schedule V of the Companies Act, 2013 and if it is not able to comply with such provisions, with the previous approval of the Central Government.

### iii) Provisions for excess remuneration:

If any Managing Director /Whole-time Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Companies Act, 2013 or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

## Remuneration to Non- Executive / Independent Director:

### i) Remuneration / Commission:

The remuneration / commission shall be fixed as per the slabs and conditions mentioned in the Articles of Association of the Company and the Companies Act, 2013 and the rules made thereunder.

### ii) Sitting Fees:

The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed Rs. One lakh per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time. The sitting fees for Independent Directors and Women Directors shall not be less than the sitting fee payable to other directors.

### iv) Stock Options:

An Independent Director shall not be entitled to any stock option of the Company.

## Remuneration to Other Employees :

Other employees of the Company shall be paid remuneration as per the Company's HR policies. The break up of the pay scale and quantum of perquisites including employer's contribution to PF, pension scheme, medical expenses, club fees etc. shall be as per the Company's HR policy.



**ANNEXURE-B**  
**FORM – AOC 2**

**(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)**

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto.

**A) Details of Contracts or Arrangements or Transactions not at Arm's Length Basis - NIL**

S.No.	Particulars	Details
a)	Name(s) of the related party and nature of relationship	N.A.
b)	Nature of Contracts/Arrangements/Transactions	N.A.
c)	Duration of the Contracts / Arrangements/ Transactions	N.A.
d)	Salient terms of the Contracts or Arrangements or Transactions including the value, if any	N.A.
e)	Justification for entering into such Contracts or Arrangements or Transactions	N.A.
f)	Date(s) of approval by the Board	N.A.
g)	Amount paid as advances, if any:	N.A.
h)	Date on which the special resolution was passed in General Meeting as required under first proviso to section 188	N.A.



**B) Details of Material Contracts or Arrangement or Transactions at Arm's Length Basis –**

<b>S.No.</b>	<b>Particulars</b>	<b>Details</b>
a)	Name(s) of the related party and nature of relationship	Jaypee Infratech Limited (Holding Company)
b)	Nature of Contracts/Arrangements/Transactions	Purchase of Land
c)	Duration of the Contracts / Arrangements / Transactions	N.A.
d)	Salient terms of the Contracts or Arrangements or Transactions including the value, if any:	N.A.
e)	Date(s) of approval by the Board, if any:	31.01.2015
f)	Amount paid as advances, if any:	51,62,33,140/-

**On behalf of the Board**

**Place:**

**Date:**

  
(Manoj Gaur)  
(Chairman)

**DIN No.: 00008480**

**ANNEXURE-C**

**FORM MGT-9**

**EXTRACT OF ANNUAL RETURN**

(As on the financial year ended on 31.03.2015)

[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)	CIN	U85191UP2012PLC053358
ii)	Registration Date	30.10.2012
iii)	Name of the Company	JAYPEE HEALTHCARE LIMITED
iv)	Category/ Sub-Category of the Company	Public Limited Company
v)	Address of the Registered office and contact details	SECTOR – 128, NOIDA- 201304, U.P
vi)	Whether Listed Company	No
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	M/s Alankit Assignments Limited Alankit House, 2E/21, Jhandewalan Extension, New Delhi- 110055 Tel. No.:011-42541234, 23541234 Fax No.:011-42541967 E-mail: info@alankit.com

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

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

S.No.	Name and Description of main products/services	NIC Code of the Product/service	% to total turnover of the Company
1.	Health care services	85110/Hospital Activities	100%





### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. No	Name and Address of the Company	CIN	Holding / Subsidiary/Associate	% of shares held	Applicable Section
1	Jaypee Infratech Limited Sector-128, Noida-201304 U.P	L45203UP2007PLC033119	Holding Company	100%*	2 (46)

\*100 Equity shares each are held by 6 nominees of Jaypee Infratech Limited



**IV. SHAREHOLDING PATTERN (Equity Share capital breakup as percentage of Total Equity)**

CATEGORY CODE	CATEGORY OF SHAREHOLDERS	(i) Category - Wise Share Holding										% CHANGE DURING THE YEAR
		NO. OF SHARES HELD AT THE BEGINNING OF THE YEAR AS ON 31/03/2014					NO. OF SHARES HELD AT THE END OF THE YEAR AS ON 31/03/2015					
		DEMAT	PHYSICAL	TOTAL	% OF TOTAL SHARES	DEMAT	PHYSICAL	TOTAL	% OF TOTAL SHARES			
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)	(X)	(XI)		
(A)	PROMOTERS											
(1)	INDIAN											
(a)	Individual / HUF	-	600	600	0.00024	-	600	600	0.00015	0.00009		
(b)	Central Government	-	-	-	-	-	-	-	-	-		
(c)	State Government(s)	-	-	-	-	-	-	-	-	-		
(d)	Bodies Corporate	249999400	-	249999400	99.99976	427499400	-	427499400	99.99985	0.00009		
(e)	Banks/Financial Institutions	-	-	-	-	-	-	-	-	-		
(f)	Any Other	-	-	-	-	-	-	-	-	-		
	Sub-Total A(1)	249999400	600	250000000	100.00	427499400	600	427500000	100.00	0.00018		
(2)	FOREIGN											
(a)	NRIs- Individuals	-	-	-	-	-	-	-	-	-		
(b)	Other- Individuals	-	-	-	-	-	-	-	-	-		
(c)	Bodies Corporate	-	-	-	-	-	-	-	-	-		
(d)	Banks/Financial Institutions	-	-	-	-	-	-	-	-	-		
(e)	Any other	-	-	-	-	-	-	-	-	-		
	Sub-Total A(2)	-	-	-	-	-	-	-	-	-		
	Total A=A(1)+A(2)	249999400	600	250000000	100.00	427499400	600	427500000	100.00	0.00018		
(B)	PUBLIC SHAREHOLDING											
(1)	INSTITUTIONS											
(a)	Mutual Funds	-	-	-	-	-	-	-	-	-		
(b)	Banks/ Financial Institutions	-	-	-	-	-	-	-	-	-		
(c)	Central Government	-	-	-	-	-	-	-	-	-		
(d)	State Government(s)	-	-	-	-	-	-	-	-	-		
(e)	Venture Capital Funds	-	-	-	-	-	-	-	-	-		
(f)	Insurance Companies	-	-	-	-	-	-	-	-	-		
(g)	Foreign Institutional Investors	-	-	-	-	-	-	-	-	-		
(h)	Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-		
(i)	Others	-	-	-	-	-	-	-	-	-		
	Sub-Total B(1)	-	-	-	-	-	-	-	-	-		
(2)	NON-INSTITUTIONS											
(a)	Bodies Corporate	-	-	-	-	-	-	-	-	-		
	(i) Indian	-	-	-	-	-	-	-	-	-		
	(ii) Overseas	-	-	-	-	-	-	-	-	-		
(b)	Individuals	-	-	-	-	-	-	-	-	-		
	(i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	-	-	-	-	-	-	-	-	-		

Healthcare Limited

U.P.

Sec-128

Mo-201304

Jaipur



CATEGORY CODE	CATEGORY OF SHAREHOLDERS	NO. OF SHARES HELD AT THE BEGINNING OF THE YEAR AS ON 31/03/2014				NO. OF SHARES HELD AT THE END OF THE YEAR AS ON 31/03/2015				% CHANGE DURING THE YEAR
		DEMAT	PHYSICAL	TOTAL	% OF TOTAL SHARES	DEMAT	PHYSICAL	TOTAL	% OF TOTAL SHARES	
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)	(X)	(XI)
	(ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	-	-	-	-	-	-	-	-	-
(c)	Others	-	-	-	-	-	-	-	-	-
	Sub-Total B(2)	-	-	-	-	-	-	-	-	-
	Total B=B(1)+B(2)	-	-	-	-	-	-	-	-	-
(C)	Shares held by custodian for ADRs & GDRs	-	-	-	-	-	-	-	-	-
	GRAND TOTAL (A+B+C)	2499999400	600	2500000000	100.00	4274999400	600	4275000000	100.00	0.00018



**(ii) Shareholding of Promoters**

SL. NO.	SHAREHOLDERS' NAME	SHAREHOLDING AT THE BEGINNING OF THE YEAR AS ON 31.03.2014			SHAREHOLDING AT THE END OF THE YEAR AS ON 31.03.2015			% CHANGE 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	
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)
1	Jaypee Infratech Limited	249999400	99.99976	-	427499400	99.99985	-	0.00009
2	Mr. Manoj Gaur*	100	0.00004	-	100	0.00003	-	-
3	Mr. Sunil Kumar Sharma*	100	0.00004	-	100	0.00003	-	-
4	Mr. Suren Jain*	100	0.00004	-	100	0.00003	-	-
5	Mr. Sunny Gaur	100	0.00004	-	100	0.00003	-	-
6	Mrs. Rekha Dixit*	100	0.00004	-	100	0.00003	-	-
7	Mr. Sachin Gaur*	100	0.00004	-	100	0.00003	-	-
	<b>TOTAL</b>	<b>250000000</b>	<b>100</b>	<b>-</b>	<b>427500000</b>	<b>100</b>	<b>-</b>	<b>0.00009</b>



<b>(iii) Change in Promoters' Shareholding</b>					
<b>Sl. No</b>		<b>Shareholding at the beginning of the Year</b>		<b>Cumulative Shareholding during the year</b>	
		<b>No. of Shares</b>	<b>% of total shares of the Company</b>	<b>No. of Shares</b>	<b>% of total shares of the Company</b>
	At the beginning of the Year				
	Date wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/ decrease	No Change			
	At the end of the year				

<b>(iv) Shareholding Pattern of top ten shareholders (other than Directors, Promoters and holders of GDRs and ADRs)</b>					
<b>Sl. No</b>	<b>For each of the Top 10 Shareholders</b>	<b>Shareholding at the beginning of the Year</b>		<b>Cumulative Shareholding during the year</b>	
		<b>No. of Shares</b>	<b>% of total shares of the Company</b>	<b>No. of Shares</b>	<b>% of total shares of the Company</b>
	At the beginning of the Year				
	Date wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/ decrease	Not Applicable			
	At the end of the year				

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

Sl. No	For each of the Directors and KMP	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	Shri Manoj Gaur, Chairman	100*	0.00004	100*	0.00004
2	Shri Sunil Kumar Sharma, Director	100*	0.00004	100*	0.00004
3	Smt. Rekha Dixit, Whole-time Director	100*	0.00004	100*	0.00004
4	Shri Sunny Gaur, Director	100*	0.00004	100*	0.00004
5	Shri Sachin Gaur, Chief Financial Officer & Director	100*	0.00004	100*	0.00004
6	Shri Suren Jain, Director	100*	0.00004	100*	0.00004
7	Shri Sham Lal Mohan, Independent Director	Nil	0.0000	Nil	0.0000
8	Shri Atanu Sen, Independent Director	Nil	0.0000	Nil	0.0000
9	Shri Vikram Raghuvanshi, Director	Nil	0.0000	Nil	0.0000
10	Smt. Suman Lata, Company Secretary	Nil	0.0000	Nil	0.0000

\*Note: Beneficial Interest in favor of Jaypee Infratech Limited.





## V) INDEBTEDNESS

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount				
a) Oriental Bank of Commerce	443,000,159	-	-	443,000,159
b) Union Bank of India	565,811,640	-	-	565,811,640
c) Vijaya Bank	410,716,583			410,716,583
d) Export Import Bank of India	445,000,000	-	-	445,000,000
e) Yes Bank-Buyers Credit from HSBC	105,470,305	-	-	105,470,305
f) Yes Bank- Bill Discounting from HSBC	416,119,964	-	-	416,119,964
g) South Indian Bank Loan	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>2,386,118,651</b>	-	-	<b>2,386,118,651</b>
<b>Change in Indebtedness during the financial year</b>				
* Addition				
a) Oriental Bank of Commerce	53,711,763	-	-	53,711,763
b) Union Bank of India	154,051,513	-	-	154,051,513
c) Vijaya Bank	86,001,263			86,001,263
d) Export Import Bank of India	42,500,000	-	-	42,500,000
e) Yes Bank-Buyers Credit from HSBC	35,352,609	-	-	35,352,609
f) Yes Bank- Bill Discounting from HSBC	37,975,206	-	-	37,975,206
g) South Indian Bank Loan	77,715,387	-	-	77,715,387



* Reduction				
<b>Net Change</b>				
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount				
a) Oriental Bank of Commerce	496,711,922	-	-	496,711,922
b) Union Bank of India	719,863,153	-	-	719,863,153
c) Vijaya Bank	496,717,846	-	-	496,717,846
d) Export Import Bank of India	487,500,000	-	-	487,500,000
e) Yes Bank-Buyers Credit from HSBC	140,822,914	-	-	140,822,914
f) Yes Bank- Bill Discounting from HSBC	454,095,170	-	-	454,095,170
g) South Indian Bank Loan	77,715,387	-	-	77,715,387
h) SREI Infrastructure Finance Limited	639,395,139	-	-	639,395,139
ii) Interest due but not paid	16,969,422	-	-	16,969,422
iii) Interest accrued but not due	5,199,048	-	-	5,199,048
<b>Total (i+ii+iii)</b>	<b>3,534,990,001</b>	-	-	<b>3,534,990,001</b>



**VI) REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

<b>A. Remuneration to Managing Director, Whole-time Directors and/or Manager:</b>				
<b>S. No.</b>	<b>Particulars of Remuneration</b>	<b>Name of MD/WTD/Manager</b>		<b>Total</b>
	Gross salary			
1	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	<b>NIL</b>		
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961			
	(c) Profits in lieu of salary under section 17(3) of the Income-tax Act, 1961			
2	Stock Option			
3	Sweat Equity			
4	Commission			
	- as % of profit			
	- others, specify...			
5	Others, please specify			
	<b>Total (A)</b>			
	Ceiling as per the Act	-	-	-



<b>B. Remuneration to other Directors</b>				
<b>S. No.</b>	<b>Particulars of Remuneration</b>	<b>Name of Directors</b>	<b>Total</b>	
1	Independent Directors			
	Fee for attending Board/ 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	-	-	-
	<b>Total (2)</b>	-	-	-
	<b>Total (B) = (1+2)</b>	-	-	-
	Total Managerial Remuneration	-		
	Overall Ceiling as per the Act	-		



<b>C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD</b>					
<b>S. No.</b>	<b>Particulars of Remuneration</b>	<b>Key Managerial Personnel</b>			
		<b>CEO</b>	<b>Company Secretary</b>	<b>CFO</b>	<b>Total</b>
1	Gross salary	<b>NIL*</b>			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961				
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961				
	(c) Profits in lieu of salary under section 17(3) of the Income-tax Act, 1961				
2	Stock Option				
3	Sweat Equity				
4	Commission				
	- as % of profit				
	others, specify...				
5	Others, please specify				
	<b>Total</b>				

\*Note: Pursuant to provisions of Section 203 (3) of the Companies Act, 2013 the KMP's of the Jaypee Infratech Limited, its Holding Company have been deputed to simultaneously occupy KMP position in the Company.



# VII) PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD/NCLT / Court]	Appeal made, if any (give details)
<b>A. Company</b>					
Penalty					
Punishment					
Compounding					
<b>B. Directors</b>					
Not Applicable					
Penalty					
Punishment					
Compounding					
<b>C. Other Officers in default</b>					
Penalty					
Punishment					
Compounding					





**ANNEXURE-D**  
**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN**  
**EXCHANGE EARNINGS AND OUTGO**

The Company had focused on several initiatives aimed at achieving the twin objectives of reducing costs and being environmentally friendly. Efforts have also been made towards technology absorption, adaptation & innovation.

**A. Conservation of Energy:**

- a) The building orientation has been designed in a manner that helps to maximize use of day light and to reduce heat gain in order to reduce Energy Consumption. The Glass used in façade is double glazed and is energy efficient-Low emissivity type which helps in reducing solar heat gain coefficient while improving the visibility. Roof glazing has been provided for the internal area of the top three floors so as to receive daylight and reduce lighting load.
- b) Energy efficient Chillers and Pumps have been installed to reduce energy consumption. Variable Frequency Drives (VFDs) have been used in Chillers, critical AHUs and pumps to reduce energy usage. The Chillers have environment friendly R134 a refrigerant to minimize depletion of Ozone Layer. The AHUs are monitored and controlled through Building Management System resulting in reduction in load on Chiller and also its running time. Variable Air Volume (VAVs) devices have been used in some AHUs.
- c) LED lamps and lighting have been installed across the building and the Lighting Power Density of around 0.35 watt/sqft much below the Industry standard. Timer based system has been installed to control operation of street lighting & signage in a phased manner.
- d) Automatic Power Factor Control panels (APFC) have been installed to maintain power factor close to unity.
- e) Solar water heating system has been installed on the terrace resulting in reduction of energy required for hot water and steam requirements.
- f) Provision has been made to reduce consumption of water by utilizing treated waste water through STP for irrigation, for flushing and for making up for Cooling Tower water requirements.
- g) Rain Water Harvesting Pits have been provided to conserve rain water and improve the water table.
- h) Boilers can be run on Natural Gas to reduce stack emission.



- i) Pneumatic Tube System has been installed to transfer samples, reports and medicines from patient areas to lab, pharmacy, nursing stations etc. thus reducing the usages of man movement and lifts.

#### **B. Technology Absorption:**

The Company continues to use latest technologies for improving the productivity and quality of its services and products.

#### **C. Foreign Exchange Earnings and Outgo:**

(in lakhs)

Sl. No.	Particulars	F.Y. 2014-2015	F.Y. 2013-2014
a.	Foreign Exchange Earnings	7,028,086	-
b.	Value of Import of Capital goods (C.I.F. Value)	44,915,223	114,951,911
c.	Expenditure in Foreign Currency	1,805,883	-



R.S. Bhatia

M.A., F.C.S.

Company Secretary in Practice

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Service Category:-Company Secretary in Practice

## 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,

Jaypee Healthcare Limited

Sector 128, Noida,

Uttar Pradesh- 201304

CIN No.: U85191UP2012PLC053358

I have conducted the secretarial audit of the compliance of applicable statutory provisions and adherence to good corporate practices by Jaypee Healthcare Limited (hereinafter called "the company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliance and expressing my opinion thereon.

I report that:

1. Maintenance of Secretarial and other laws records/compliance is the responsibility of the management of the Company. My responsibility is to express an opinion on such records/compliance, based on my audit.
2. I have followed the audit practice(s) and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records.
3. I have not verified the correctness and appropriateness of the financial statements of the company.
4. Where ever required, I have obtained the Management representation about the compliances of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of the corporate and other applicable laws, rules, regulation, standards is the responsibility of the management. My examination was limited to the verification of procedures on test basis.



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6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Based on my verification of the company 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, I hereby report that in my 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:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2015 according to the provisions of:

- (i) The Companies Act, 1956 (to the extent applicable) and Companies Act, 2013 read with the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder; **(NOT APPLICABLE ON THE COMPANY);**
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder; **(NOT APPLICABLE ON THE COMPANY);**
- (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; **(NOT APPLICABLE ON THE COMPANY);**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') **(NOT APPLICABLE ON THE COMPANY):-**
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;



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Service Category:-Company Secretary in Practice

- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - (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;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- (vi) As informed to me, the other laws specifically applicable to the company are as under:

- a) Clinical Establishments (Registration and Regulation) Act, 2010
- b) Indian Medical Council Act, 1956 and Rules and regulations made thereunder
- c) The Dentists Act, 1948 and Rules and Regulations made thereunder
- d) Drugs And Cosmetic Act, 1940 and subsequent Amendments thereof
- e) Pharmacy Act, 1948 and Rules and Regulations made thereunder
- f) Narcotics And Psychotropic Substances Act, 1985
- g) Drugs And Magic Remedies (Objectionable) Advertisements Act, 1954
- h) The Pre-Natal Diagnostic Techniques (Regulations and Prevention of Misuse) Act, 1994 and Rules and Regulations made thereunder
- i) Transplantation of Human Organ Act, 1994 and Rules and Regulations made thereunder
- j) Birth And Death And Marriage Registration Act, 1886 and Rules and Regulations made thereunder





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- k) Registration of Birth And Deaths Act, 1969 and Rules and Regulations made thereunder
- l) The Epidemic Disease Act, 1897
- m) Biomedical Medical Waste Management Handling Rules, 1998 and subsequent amendments
- n) Indian Boilers Act, 1923 and Rules and Regulations made thereunder
- o) Gas Cylinder Rules, 2004 and Rules and Regulations made thereunder
- p) The Radiation Surveillance Procedures for The Medical Application of Radiation, 1989 and Rules and Regulations made thereunder
- q) Vaccination Act, 1880 and subsequent amendments

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.  
**(NOT APPLICABLE DURING THE AUDIT PERIOD)**
- (ii) Listing Agreement **(NOT APPLICABLE ON THE COMPANY AS THE COMPANY IS NOT LISTED)**

I further report that:

Compliance of applicable financial laws including Direct and Indirect Tax laws by the Company has not been reviewed in this Audit and the same has been subject to review by the Statutory Auditors and others designated professionals.

Based on the information provided by the Company, its officers and authorized representatives during the conduct of the audit, in my opinion, adequate systems and processes and control mechanism exist in the Company to monitor and ensure compliance of provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above and applicable general laws like labour laws, environmental laws, etc.

I 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





**R.S. Bhatia**

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Service Category: -Company Secretary in Practice

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.

I further report that:

1. The Company sought approval of the Shareholders in its Annual General Meeting held on 28.04.2014, in relation to Section 180(1) (a) of the Companies Act, 2013 to create such mortgage/charge not exceeding Rs. 750 crore.
2. The Company sought approval of the Shareholders in its Annual General Meeting held on 28.04.2014, in relation to Section 180(1) (c) of the Companies Act, 2013 to borrow any sum or sums of money, not exceeding at any time, a sum of Rs. 750 crore.
3. The Company was incorporated in 2012 and as informed by the management, the Hospital Project is under implementation and the commercial operations of the company is yet to start.



*R.S. Bhatia*  
R.S. BHATIA  
PRACTICING COMPANY  
SECRETARY  
CP NO.: 2514

PLACE: NEW DELHI

DATE: 21.05.2015

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**INDEPENDENT AUDITORS' REPORT****TO THE MEMBERS OF  
JAYPEE HEALTHCARE LIMITED****Report on the Financial Statements**

We have audited the accompanying financial statements of **JAYPEE HEALTHCARE 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 includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

**Auditor's Responsibility**

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

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of 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 31, 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 paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the 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 it appears from our examination of those books;
  - (c) The Balance Sheet, the Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
  - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rule, 2014.
  - (e) On the basis of written representations received from the directors as on 31<sup>st</sup> March, 2015, and taken on record by the Board of Directors, no director 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.
  - (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 which would impact its financial position.;
    - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
    - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For **AWATAR & CO.**  
Chartered Accountants  
Firm Registration No. 000726N

*Brijendra Agrawal*

**Brijendra Agrawal**  
Partner  
Membership No. : 087787



Place : New Delhi  
Date : May 25, 2015

## **ANNEXURE TO AUDITORS' REPORT**

(Referred to in paragraph 1 of our report of even date)

- (i) In respect of its fixed assets:
  - (a) The Company has maintained proper records showing full particulars including quantitative details and situation of the fixed assets.
  - (b) As explained to us, all the fixed assets have been physically verified by the management in a phased periodical manner, which in our opinion is reasonable, having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such physical verification.
- (ii) In respect of its inventories:
  - (a) The inventories have been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
  - (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
  - (c) The Company has maintained proper records of inventories. As explained to us, there were no material discrepancies noticed on physical verification of inventories as compared to the book records.
- (iii) The Company has not granted loans or advances in the nature of loans, secured or unsecured to companies, firms or other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Hence the question of reporting whether the receipt of principal and interest are regular and whether reasonable steps for recovery of over-dues of such loans are taken does not arise.
- (iv) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business with regard to purchases of inventory, 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.
- (v) In our opinion and according to the information and explanations given to us, the Company has not accepted deposits during the year and no order been passed by Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any tribunal.
- (vi) In our opinion and according to the information and explanations given to us, the maintenance of cost records under sub-section (1) of section 148 of the Companies Act, 2013 is not applicable to the Company.
- (vii)
  - (a) According to the information and explanations given to us, the Company is regular in depositing with the appropriate authorities 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 other statutory dues applicable to it.
  - (b) According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, wealth tax, sales-tax, Value added tax, service tax, customs duty and excise duty were outstanding as at March 31, 2015 for a period of more than six months from the date they became payable.



- (c) According to the records of the Company, there are no dues of sales tax, income tax, customs duty, wealth tax, value added tax, service tax, excise duty / cess which have not been deposited on account of any dispute.
- (viii) The accumulated losses at the end of the financial year are less than fifty percent of its net worth and the Company has incurred cash losses in the current financial year as well as in the immediately preceding financial year.
- (ix) Based on our audit procedures and on the information and explanations given to us by the management, the Company has not defaulted in repayment of dues to a financial institution or bank. The Company has not issued any debentures.
- (x) In our opinion and according to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from the banks or financial institutions. Therefore, provisions of clause 3(x) of the Order are not applicable to the Company.
- (xi) To the best of our knowledge and belief and according to the information and explanations given to us, the term loans have been applied for the purpose for which they were raised.
- (xii) To the best of our knowledge and belief and according to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the year.

For **AWATAR & CO.**

Chartered Accountants

Firm Registration No. 000726N

*Brijendra Agrawal*

**Brijendra Agrawal**

Partner

Membership No. : 087787



Place : New Delhi

Date : May 25, 2015

# **JAYPEE HEALTHCARE LIMITED**

## **BALANCE SHEET AS AT 31.03.2015**

**Registered & Corporate Office**

Sector-128

Noida -201304

Dist.Gautam Budh Nagar

**Website**

[www.jaypeehealthcare.com](http://www.jaypeehealthcare.com)



BALANCE SHEET AS AT 31st MARCH, 2015

Particulars	Note No.	As at 31.03.2015 ₹	As at 31.03.2014 ₹
<b>I. EQUITY AND LIABILITIES</b>			
(1) Shareholders' Funds			
(a) Share Capital	2	4,27,50,00,000	2,50,00,00,000
(b) Reserves and Surplus	3	(5,82,58,698)	(1,26,37,540)
(c) Money received against share warrants			
		4,21,67,41,302	2,48,73,62,460
(2) Share application money pending allotment			
(3) Non-Current Liabilities			
(a) Long-term borrowings	4	3,23,38,31,072	2,38,61,18,651
(b) Deferred tax liabilities (Net)			
(c) Other Long term liabilities	5	20,00,000	
(d) Long term provisions	6	57,54,063	18,31,710
		3,24,15,85,135	2,38,79,50,361
(4) Current Liabilities			
(a) Short-term borrowings			
(b) Trade payables	7	15,29,37,026	4,07,66,058
(c) Other current liabilities	8	82,63,86,283	34,03,79,938
(d) Short-term provisions	9	1,90,008	46,310
		97,95,13,317	38,11,92,306
<b>Total</b>		<b>8,43,78,39,754</b>	<b>5,25,65,05,127</b>
<b>II. ASSETS</b>			
(1) Non-current assets			
(a) Fixed assets			
(i) Tangible assets	10	64,48,24,632	25,09,78,765
(ii) Intangible assets	10	29,21,360	
(iii) Capital work-in-progress	10A	6,39,37,56,896	4,74,60,23,352
		7,04,15,02,888	4,99,70,02,117
(b) Non-current investments			
(c) Deferred tax assets (net)			
(d) Long term loans and advances	11	6,78,35,254	7,78,88,298
(e) Other non-current assets	12		6,27,04,906
(2) Current assets			
(a) Current investments			
(b) Inventories	13	6,28,38,224	
(c) Trade receivables	14	1,25,42,987	
(d) Cash and cash equivalents	15	68,06,65,040	8,81,36,932
(e) Short-term loans and advances	16	55,21,43,363	2,96,51,646
(f) Other current assets	17	2,03,11,998	11,21,228
		1,32,85,01,612	11,89,09,806
<b>Total</b>		<b>8,43,78,39,754</b>	<b>5,25,65,05,127</b>

Summary of Significant Accounting Policies

1

The Note Nos. 1 to 35 form an integral part of the Financial Statements

As per our report of even date attached to the Balance Sheet

For Awar & Co.  
Chartered Accountants  
Firm Registration No. 000726N  
(Bijendra Agrawal)  
Partner  
M. No. 087787

Sachin Gaur  
Director & CFO  
DIN-00387718

Suman Tata  
Company Secretary

For and on behalf of the Board

Manoj Gaur  
Chairman  
DIN-00008480

Rekha Dixit  
Whole-time Director  
DIN-00913685

Place: Noida

Dated: 25.05.2015

## Statement of Profit and Loss for the Year Ended 31st March, 2015

Particulars	Note No.	For the year ended 31.03.2015 ₹	For the period ended 31.03.2014 ₹
<b>REVENUE</b>			
Revenue from Operations	18	7,05,12,360	-
Other Income	19	3,21,66,078	-
<b>Total Revenue</b>		<b>10,26,78,438</b>	-
<b>EXPENSES</b>			
Cost of sales	20	2,63,79,173	-
Employee Benefits Expenses	21	4,26,67,907	-
Finance Costs	22	1,77,34,408	-
Depreciation and Amortization Expenses	10	2,03,01,625	-
Other Expenses	23	4,12,16,483	1,26,37,540
<b>Total Expenses</b>		<b>14,82,99,596</b>	<b>1,26,37,540</b>
<b>Profit/(Loss) before exceptional and extraordinary items and tax</b>		<b>(4,56,21,158)</b>	<b>(1,26,37,540)</b>
Exceptional Items		-	-
<b>Profit/(Loss) before extraordinary items and tax</b>		<b>(4,56,21,158)</b>	<b>(1,26,37,540)</b>
Extraordinary Items		-	-
<b>Profit/(Loss) Before Tax</b>		<b>(4,56,21,158)</b>	<b>(1,26,37,540)</b>
Tax Expense:			
- Current tax		-	-
- For earlier year		-	-
- Excess Provision for Income Tax Written Back		-	-
- Deferred Tax		-	-
<b>Tax expenses of continuing operations</b>		<b>-</b>	<b>-</b>
<b>Profit/(Loss) for the period from continuing operations</b>		<b>(4,56,21,158)</b>	<b>(1,26,37,540)</b>
Profit/(Loss) from discontinuing operations		-	-
Tax expenses of discontinuing operations		-	-
<b>Profit/(Loss) from discontinuing operations (after Tax)</b>		<b>-</b>	<b>-</b>
<b>Profit/(Loss) for the period</b>		<b>(4,56,21,158)</b>	<b>(1,26,37,540)</b>
Earning Per Equity Share (Face value of ₹ 10/- each)	24		
(1) Basic		(0.14)	(0.08)
(2) Diluted		(0.14)	(0.08)

## Summary of Significant Accounting Policies

1

The Note Nos. 1 to 35 form an integral part of the Financial Statements

As per our report of even date attached to the Balance Sheet

For Awatar & Co.  
Chartered Accountants  
Firm Registration No.000726N

*Bijendra Agrawal*  
(Bijendra Agrawal)  
Partner  
M. No. 087787

For and on behalf of the Board

*Sachin Gaur*  
Sachin Gaur  
Director & CFO  
DIN-00387718

*Suman Lata*  
Suman Lata  
Company Secretary

*Manoj Gaur*  
Manoj Gaur  
Chairman  
DIN-00008480

*Rakha Dixit*  
Rakha Dixit  
Whole-time Director  
DIN-00913685

Place: Noida

Dated: 25.05.2015

## JAYPEE HEALTHCARE LIMITED

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31st March 2015

	For the Year ended March 31, 2015	For the period ended March 31, 2014
	₹	₹
<b>(A) CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit before Tax as per Statement of Profit & Loss	(4,56,21,158)	(1,26,37,540)
Add Back:		
(a) Depreciation as per companies act	2,03,01,625	-
(b) Interest & Finance Charges	1,77,34,408	-
(c) Preliminary Expenses Written Off		1,26,37,540
Deduct:		
(a) Interest Income	3,07,20,149	-
Operating Profit before working capital Changes	(3,83,05,274)	-
Deduct		
(a) Increase in Inventories	6,28,38,224	-
(b) Increase in Other current assets	1,68,42,259	34,69,739
(c) Increase in other bank balances (Refer Note No. 15B)	13,81,19,365	-
(b) Increase in Trade Receivables	1,25,42,987	-
(e) Increase in Short-term loans and advances	52,24,91,717	2,96,51,646
(f) Increase in other non current assets	-	6,03,56,395
	75,28,34,552	9,34,77,780
Add		
(a) Increase in Short-term borrowings	-	-
(b) Increase in Trade payables	11,21,70,968	4,07,66,058
(c) Increase in Other current liabilities	48,60,06,345	34,04,26,248
(d) Increase in Short-term provisions	1,43,698	-
(e) Decrease in other non current assets	6,03,56,395	-
	65,86,77,406	38,11,92,306
Cash Generated from Operations	(13,24,62,420)	28,77,14,525
<b>CASH INFLOW / (OUTFLOW) FROM OPERATING ACTIVITIES</b>	<b>(13,24,62,420)</b>	<b>28,77,14,525</b>
<b>(B) CASH FLOW FROM INVESTING ACTIVITIES:</b>		
Inflow:		
(a) Interest Income	3,07,20,149	-
(b) Decrease in Long Term Loan & Advances	1,00,53,044	-
	4,07,73,193	-
Outflow:		
(a) Increase in Fixed Assets ( including Capital work in Progress)	1,66,81,70,430	4,88,18,33,757
(b) Increase in Long Term Loan & Advances	-	7,78,88,298
	1,66,81,70,430	4,95,97,22,055
<b>CASH INFLOW/(OUTFLOW) FROM INVESTING ACTIVITIES</b>	<b>(1,62,73,97,237)</b>	<b>(4,95,97,22,055)</b>



(C) CASH FLOW FROM FINANCING ACTIVITIES:

Inflow:

(a)	Proceeds from issue of Share Capital	1,77,50,00,000	2,50,00,00,000
(b)	Long Term Borrowings & Provisions	85,36,34,774	2,38,79,50,361
		2,62,86,34,774	4,88,79,50,361

Outflow:

(a)	Interest & Finance Charges	41,43,66,375	11,51,68,360
(b)	Preliminary Expenses Written Off	-	1,26,37,540

CASH INFLOW/(OUTFLOW) FROM FINANCING ACTIVITIES	2,21,42,68,399	4,76,01,44,461
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NET INCREASE/ (DECREASE) IN CASH AND CASH EQUIVALENTS "A+B+C"	45,44,08,743	8,81,36,932
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CASH AND CASH EQUIVALENTS AS AT THE BEGINNING OF THE YEAR	8,81,36,932	
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CASH AND CASH EQUIVALENTS AS AT THE END OF THE YEAR	54,25,45,675	8,81,36,932
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COMPONENTS OF CASH AND CASH EQUIVALENTS :

In Balance with Schedule Banks		
In Current Accounts	26,18,21,367	8,75,95,173
In Deposit Account-Current	27,67,79,558	-
Cheques,drafts on hand	18,83,776	-
Cash and Cheque in Hand	20,60,974	5,41,759
	54,25,45,675	8,81,36,932

Notes:

The Cash Flow Statement has been prepared under the indirect method as set out in the Accounting Standard (AS - 3) "Cash Flow Statement". Interest paid included under Capital Work In Progress is separately included in interest paid under cash outflow from financing activity.

For and On behalf of the Board

For Awatar & Co.

Chartered Accountants


Registration No. 000726N

  
(Brijendra Agrawal)  
Partner  
M. No. 087787

Place : Noida

Date: 25.05.2015

  
Sachin Gaur  
Director & CFO  
DIN-00387718

  
Suman Lata  
Company Secretary

  
Manoj Gaur  
Chairman  
DIN-00008480

  
Rekha Dixit  
Whole-time Director  
DIN-00913685

SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO THE FINANCIAL STATEMENTS

NOTE NO. 1

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

**1.1 Basis of accounting**

The financial statements are prepared under historical cost convention, on accrual basis, on the principles of going concern, in accordance with the generally accepted accounting principles, the relevant accounting standards and the relevant guidance notes issued by the Institute of Chartered Accountants of India (ICAI) and the applicable provisions of the Companies Act, 2013.

**1.2 Revenue Recognition**

Revenue from healthcare services has been recognized as and when related services are rendered i.e. on completed service contract method. Collections from Hospital of the Company are net of discounts, if any. Revenue includes value of services for patients undergoing treatment and pending for billing to be shown as Unbilled Revenue as on 31st March 2015.

Pharmacy sales shall be recognized when the risks and rewards of ownership shall be passed to customers and are stated net of returns, discounts but inclusive of VAT wherever applicable.

Revenue in the form of interest on fixed deposits shall be credited to revenue in the year in which it accrues.

**1.3 Use of Estimates**

The preparation of financial statements in conformity with generally accepted accounting principles requires estimates and assumptions to be made that affect the reported amounts of assets and liabilities on the date of the financial statements and reported amount of revenues and expenses during the reporting period. Differences between actual results and estimates are recognized in the period in which the results are known/ materialised.

**1.4 Segment Reporting**

The company is currently operating in a single segment.

**1.5 Fixed Assets & Capital Work in Progress**

Fixed assets are stated at cost less accumulated depreciation. Cost includes all costs relating to acquisition and installation of fixed assets and any incidental costs of bringing the assets to their working condition for their intended use. Capital work in progress comprises the cost of fixed assets that are not yet ready for their intended use at the reporting date.

Incidental Expenditure during Construction forms part of Capital Work in Progress and the same shall be allocated proportionately on the cost of fixed assets in the year the assets are put to use.



## 1.6 Depreciation

Depreciation on Fixed Assets is provided on its useful life. The depreciable amount of an assets is the cost of an asset or other amount substituted for cost, less its residual value. The useful life of an asset is the period over which an asset is expected to be available for use by an entity, or the number of production or similar units expected to be obtained from the asset by the entity and in the manner specified in Schedule II to the Companies Act, 2013.

Intangible assets comprising hospital softwares shall be amortized over its estimated useful life i.e. five years commencing from the date the same are available to the Company for its use.

Premium on Lease hold Land is amortized in equal installments over the balance period of the lease from the year in which commercial operations begin.

## 1.7 Inventories

Inventories are valued at weighted average cost.

Cost of inventories shall comprise of all cost of purchase, taxes and other costs incurred in bringing the inventories to their present location and condition.

## 1.8 Employee Benefits

Employee Benefits are provided in the books as per AS-15 (revised) in the following manner:

(I) Provident Fund and Pension contribution - as a percentage of salary / wages is a Defined Contribution Scheme.

(II) Gratuity and Leave Encashment is a defined benefit obligation. The liability is provided for on the basis of actuarial valuation made at the end of each financial year. The actuarial valuation is made on Projected Unit Credit method,

## 1.9 Foreign Currency Transactions

i) Monetary assets and liabilities related to foreign currency transactions and outstanding at the close of the year are expressed in Indian Rupees at the rate of exchange prevailing on the date of Balance Sheet.

ii) Transactions in foreign currency are recorded in the books of accounts in Indian Rupees at the rate of exchange prevailing on the date of transaction.

## 1.10 Miscellaneous Expenditure

Preliminary Expenses are written off in the year in which it is incurred, in terms of Accounting Standard (AS - 26).





#### **1.11 Earnings Per Share**

Basic Earnings Per Equity Share is computed by dividing the net profit or loss after tax by the weighted average number of Equity Shares outstanding during the period. Diluted earnings per equity share is computed by dividing adjusted net profit after tax by the aggregate of weighted average number of equity shares and dilutive potential equity shares outstanding during the year.

#### **1.12 Borrowing Costs**

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

#### **1.13 Provisions, Contingent Liabilities and Contingent Assets**

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognized but are disclosed in the notes. Contingent assets are neither recognized nor disclosed in the financial statements.

#### **1.14 Cash and Cash equivalents**

Cash and cash equivalents comprise cash, cash on deposit with banks and cheques, draft on hand. The Company considers all investments that are readily convertible to known amounts of cash to be cash equivalents.

#### **1.15 Cash Flow Statements**

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the company are segregated.



## Note 2 Share Capital

## (i) Details of Authorized, Issued, Subscribed and fully paid share capital

Share Capital	As at 31.03.2015		As at 31.03.2014	
	Number	₹	Number	₹
<b>Authorised</b>				
Equity Shares of ₹10/- each	60,00,00,000	6,00,00,00,000	25,00,00,000	2,50,00,00,000
<b>Issued</b>				
Equity Shares of ₹10/- each	42,75,00,000	4,27,50,00,000	25,00,00,000	2,50,00,00,000
<b>Subscribed &amp; fully Paid up</b>				
Equity Shares of ₹ 10/- each fully paid	42,75,00,000	4,27,50,00,000	25,00,00,000	2,50,00,00,000
<b>Total</b>	<b>42,75,00,000</b>	<b>4,27,50,00,000</b>	<b>25,00,00,000</b>	<b>2,50,00,00,000</b>

## (ii) Reconciliation of shares outstanding at the beginning and at the end of the year as at 31.03.2015

Particulars	Equity Shares		Equity Shares	
	As at 31.03.2015		As at 31.03.2014	
	Number	₹	Number	₹
Shares outstanding at the beginning of the period	25,00,00,000	2,50,00,00,000	-	-
Shares Issued during the period	17,75,00,000	1,77,50,00,000	25,00,00,000	2,50,00,00,000
Shares bought back during the period	-	-	-	-
Any other movement	-	-	-	-
Shares outstanding at the end of the period	<b>42,75,00,000</b>	<b>4,27,50,00,000</b>	<b>25,00,00,000</b>	<b>2,50,00,00,000</b>

## (iii) Terms/rights/restrictions attached to equity shares:

The company has only one class of Equity Shares at par value of ₹10/- per share. which rank pari- passu in all respects including voting rights and entitlement to dividend.

In the event of liquidation, each share carry equal rights and will be entitled to receive equal amount per share out of the remaining amount available with the Company after making preferential payments

## (iv) Shares held by the holding company, ultimate holding company and their subsidiaries /associates:

42,75,00,000 Equity shares ( including beneficial interest for 600 shares\* held by individuals ) (Previous year 25,00,00,000 equity shares including beneficial interest for 600 shares) are held by Jaypee Infratech Limited, the holding company.

## (v) Details of Shareholders holding more than 5% shares:

Name of Shareholder	Equity Shares		Equity Shares	
	As at 31.03.2015		As at 31.03.2014	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Jaypee Infratech Limited	427500000*	100	250000000*	100

\* Beneficial interest for 600 shares held by 6 individuals transferred to Jaypee Infratech Limited.

## (vi) Details of shares allotted during the period of 5 years immediately preceding in respect of undermentioned particulars:

Particulars	Aggregate No. of Shares allotted	
	Year ended	Period ended
	31.03.2015	31.03.2014
<b>Equity Shares</b>		
Fully paid up equity shares allotted for consideration other than cash in terms of Project Transfer Agreement (PTA) dated 27.11.2012 entered between Jaypee Infratech Limited and Jaypee Healthcare Limited for the transfer of Hospital Project.		17,58,83,440
<b>Fully Paid up by way of bonus shares</b>		
<b>Shares bought back</b>		



## Note 3 RESERVES &amp; SURPLUS

	As at 31.03.2015 ₹	As at 31.03.2014 ₹
Surplus		
Loss brought forward from Previous Year	(1,26,37,540)	
Add: Loss for the Period	(4,56,21,158)	(1,26,37,540)
	(5,82,58,698)	(1,26,37,540)
	<u>(5,82,58,698)</u>	<u>(1,26,37,540)</u>

## Note 4 LONG TERM BORROWINGS

	As at 31.03.2015 ₹	As at 31.03.2014 ₹
<b>Secured Loans:</b>		
<b>Term Loans</b>		
- from Banks	2,87,34,26,392	2,38,61,18,651
- from Others	36,04,04,680	-
	<u>3,23,38,31,072</u>	<u>2,38,61,18,651</u>

## Note 4.1 Particulars of Term Loan

Sl.No.	Banks	Terms of Repayment / Periodicity	Amount Outstanding (including current maturities) as at 31.03.2015 ₹	Amount Outstanding (including current maturities) as at 31.03.2014 ₹
(i)	Oriental Bank of Commerce	Repayable in 36 quarterly structured installments from 01.11.2017 to 01.08.2026	49,67,11,922	44,30,00,159
(ii)	Union Bank of India	Repayable in 36 quarterly structured installments from 01.11.2017 to 01.08.2026	71,98,63,153	56,58,11,640
(iii)	Vijaya Bank	Repayable in 36 quarterly structured installments from 01.11.2017 to 01.08.2026	49,67,17,846	41,07,16,583
(iv)	Export Import Bank of India	Repayable in 36 quarterly structured installments from 01.11.2017 to 01.08.2026	48,75,00,000	44,50,00,000
(v)	Yes Bank - Buyers credit from HSBC	Repayable in 36 quarterly structured installments from 01.11.2017 to 01.08.2026	14,08,22,914	10,54,70,305
(vi)	Yes Bank - Bill discounting from HDFC	Repayable in 36 quarterly structured installments from 01.11.2017 to 01.08.2026	45,40,95,170	41,61,19,964
(vii)	South Indian Bank Loan	Repayable in 36 quarterly structured installments from 31.10.2017 to 31.07.2026	7,77,15,387	-
<b>Total</b>			<b>2,87,34,26,392</b>	<b>2,38,61,18,651</b>

## Note 4.2

The Term Loan from Yes Bank led consortium banks for Facility of ₹ 325 crores is secured by (i) first Pari Passu Charge by way of equitable mortgage on the Land & Building of the Phase-I Project along with all buildings and structures thereon alongwith Movable Fixed assets of the Project, (ii) second charge on all the current assets (both present & future), (iii) pledge by Holding Company (JIL) of 30% of paid up equity capital of the company in favor of lender during the tenor of loan, (iv) Non Disposal undertaking for 21% of paid up equity capital of the Company (other than pledged shareholding), (v) Unconditional & Irrevocable Personal Guarantee of Mr Manoj Gaur.

## Note 4.3

The Term Loan from SREI Equipment Finance Limited is secured by way of first /exclusive charge of medical equipment of ₹ 72,11,20,000/- and security of holding company Jaypee Infratech Ltd (JIL) by way of mortgage of property situated at village Tappal, Tehsil-khari, Distt.-Aligarh (U.P) admeasuring 7.3895 Hectares.



## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

## Note 5 OTHER LONG TERM LIABILITIES

	As at 31.03.2015 ₹	As at 31.03.2014 ₹
(i) Trade Payables	-	-
(ii) Security Deposits --with others	20,00,000	-
(iii) Security Deposits --with Govt. Authorities	-	-
(iv) Other long term liabilities	-	-
	<u>20,00,000</u>	<u>-</u>

## Note 6 LONG TERM PROVISIONS

	As at 31.03.2015 ₹	As at 31.03.2014 ₹
Employee Benefits :		
(i) Provision for Gratuity	23,89,538	7,41,013
(ii) Provision for Leave Encashment	33,64,525	10,90,697
	<u>57,54,063</u>	<u>18,31,710</u>
	<u>57,54,063</u>	<u>18,31,710</u>

## Note 7 TRADE PAYABLES

	As at 31.03.2015 ₹	As at 31.03.2014 ₹
(i) Dues to Micro and Small enterprises	-	-
(ii) Dues to other than Micro and Small enterprises	15,29,37,026	4,07,66,058
	<u>15,29,37,026</u>	<u>4,07,66,058</u>

## Note 8 OTHER CURRENT LIABILITIES

	As at 31.03.2015 ₹	As at 31.03.2014 ₹
(i) Current Maturities of Term Loan	25,68,21,989	-
(ii) Creditors for Capital Expenditure	50,77,57,619	33,10,48,491
(iii) Advance From Customer	1,06,76,258	-
(iv) Interest Accrued & Due	2,21,68,470	-
(v) Interest Accrued but not due	-	-
(vi) Others Payables -Employees	8,01,411	19,558
(vii) Other Payable	2,81,60,536	93,11,889
	<u>82,63,86,283</u>	<u>34,03,79,938</u>

## Note 9 SHORT -TERM PROVISIONS

	As at 31.03.2015 ₹	As at 31.03.2014 ₹
Employee Benefits:		
(i) Provision for Gratuity	9,598	3,041
(ii) Provision for Leave Encashment	1,80,410	43,269
	<u>1,90,008</u>	<u>46,310</u>
	<u>1,90,008</u>	<u>46,310</u>



## Note 10 FIXED ASSETS

	Description	Useful life of Assets	Rate of Deps	Gross Carrying Value				Depreciation / Amortisation				Net Carrying Value	
				Balance as at 01.04.2014	Additions during the year	Deduction/Adjustment during the year	Total as at 31.03.2015	Balance as at 01.04.2014	Provided during the year	Deduction/Adjustment during the year	Total as at 31.03.2015	As at 31.03.2015	As at 31.03.2014
(a)	TANGIBLE ASSETS												
	Land - (Leasehold)	88	0.00%	23,07,11,500	-	-	23,07,11,500	-	-	-	26,21,722	22,80,89,778	23,07,11,500
	Land - (Freehold)	-	-	-	12,62,00,958	-	12,62,00,958	-	-	-	-	12,62,00,958	-
	Building	60	1.58%	-	11,00,89,727	-	11,00,89,727	-	-	-	17,39,418	10,83,50,309	-
	Plant & Machinery	15	6.33%	98,73,930	-	-	98,73,930	7,02,875	-	-	13,45,577	85,28,353	91,71,055
	Motor Vehicles	8	11.88%	84,16,617	6,74,163	-	90,90,780	2,191	10,46,280	-	10,48,471	80,42,309	84,14,426
	Office Equipments	5	19.00%	6,23,165	-	-	6,23,165	44,360	1,56,409	-	2,00,769	4,22,396	5,78,805
	Medical Equipment & Appliances	13	7.31%	3,71,434	17,67,33,204	-	17,71,04,638	30,505	1,29,55,670	-	1,29,86,175	16,41,18,463	3,40,929
	Furniture & Fixture	10	9.50%	8,60,434	-	-	8,60,434	69,701	85,757	-	1,55,458	7,04,976	7,90,733
	Computers	3 and 6	31.67%	12,82,992	-	-	12,82,992	3,11,675	6,04,227	-	9,15,902	3,67,090	9,71,317
	Total (A)			25,21,40,072	41,36,98,052	-	66,58,38,124	11,61,307	1,98,52,185	-	2,10,13,492	64,48,24,632	25,09,78,765
	Previous Year Figure			1,21,25,271	24,00,14,801	-	25,21,40,071	10,91,655	69,652	-	11,61,307	25,09,78,765	-
(b)	INTANGIBLE ASSETS												
	Computer Software	5	20.00%	-	33,70,800	-	33,70,800	-	4,49,440	-	4,49,440	29,21,360	-
	Total (B)				33,70,800		33,70,800		4,49,440		4,49,440	29,21,360	-
	Previous Year Figure				-		-		-		-	-	-
(c)													
	Total (A+B)			25,21,40,072	41,70,68,852		66,92,08,924	11,61,307	2,03,01,625		2,14,62,932	64,77,45,992	25,09,78,765
	Previous Year Figure			1,21,25,271	24,00,14,801		25,21,40,071	10,91,655	69,652		11,61,307	25,09,78,765	-
	Capital Work in progress including incidental Expenditure During Construction Pending Allocation [Refer Note No.10A] -Tangible											6,39,37,56,896	4,74,60,23,352

NOTE 10A



## Note 10A CAPITAL WORK IN PROGRESS (INCLUDING INCIDENTAL EXPENDITURE DURING CONSTRUCTION PENDING ALLOCATION)

	As at 31.03.2015 ₹	As at 31.03.2014 ₹
<b>I. CAPITAL WORK IN PROGRESS</b>		
<b>TANGIBLE ASSETS</b>		
(i) Building	2,92,38,32,289	2,51,30,61,197
(ii) Plant & Machineries	67,30,05,588	61,90,92,884
(iii) Office Equipments	11,90,05,571	15,32,96,912
(iv) Medical Equipment & Electrical Appliances	1,07,25,37,215	77,47,65,593
(v) Furniture & Fixtures	9,93,30,618	7,87,60,806
(vi) Computers	5,65,67,075	1,35,50,862
(vii) Stock & Spares of Building & Equipment	7,99,57,878	6,93,39,688
Total CWIP (Tangible)	<b>5,02,42,36,234</b>	<b>4,22,18,67,942</b>
<b>II. INCIDENTAL EXPENDITURE DURING CONSTRUCTION PENDING ALLOCATION</b>		
Opening Balance	52,41,55,410	-
(i) Salary, Wages, Bonus and other benefits	16,84,16,364	10,04,17,334
(ii) Contribution to Provident fund	82,03,255	44,18,718
(iii) Staff Welfare Expenses	27,33,426	5,81,956
(iv) Rates & Taxes	5,91,399	34,72,388
(v) Consultancy & Advisory Charges	26,21,47,155	21,87,44,166
(vi) Travelling & Conveyance Expenses	25,43,261	16,36,609
(vii) Postage & Telephone Expenses	30,66,558	31,81,175
(viii) Bank Charges	39,75,609	2,39,04,341
(ix) Insurance Charges	48,58,083	8,45,301
(x) Electricity, Power & Fuel Expenses	4,11,08,312	76,67,015
(xi) Office and Camp Maintenance	95,694	2,25,98,672
(xii) Vehicles Running & Maintenance	85,90,952	17,75,593
(xiii) Repair & Maintenance - Machinery	16,76,157	3,97,707
(xiv) Printing & Stationery	93,21,778	21,08,938
(xv) Security Service Expenses	1,45,56,450	37,67,516
(xvi) Finance Costs	39,66,31,967	11,51,68,360
(xvii) Advertisement & Business Promotion Expenses	2,93,35,345	43,43,346
(xviii) Depreciation	-	11,61,307
(xix) Audit Fee	-	3,37,080
(xx) Miscellaneous Expenses	2,00,97,072	76,27,888
(xxi) Consumption of Medical Items	7,55,50,579	-
(xxii) Bill Discounting Charges	4,75,19,280	-
(xxiii) House Keeping Expenses	9,60,64,760	-
	<b>1,72,12,38,866</b>	<b>52,41,55,410</b>
Revenue from Operations	(32,32,87,043)	-
Other Income	-	-
Less :Capitalized during period		
Building	1,00,50,048	
Computer Software (HIS Software)	22,47,200	
Medical Equipment & Elc. Items	1,61,33,913	
	<b>(2,84,31,161)</b>	
Net Incidental Expenditure	<b>1,36,95,20,662</b>	<b>52,41,55,410</b>
<b>Grand Total (I+II)</b>	<b>6,39,37,56,896</b>	<b>4,74,60,23,352</b>

## Note 11 LONG TERM LOANS &amp; ADVANCES

	As at 31.03.2015 ₹	As at 31.03.2014 ₹
Unsecured, considered good		
(i) Loans & Advances to Related parties		4,69,67,759
(ii) Other Capital Advances	6,57,47,378	3,01,10,265
(iii) Security Deposits --with Govt. Authorities	13,02,876	2,55,274
(iv) Security Deposits --with others	7,85,000	5,55,000
	6,78,35,254	7,78,88,298
	<u>6,78,35,254</u>	<u>7,78,88,298</u>

## Note 12 OTHER NON-CURRENT ASSETS

	As at 31.03.2015 ₹	As at 31.03.2014 ₹
Other Bank Balances :-		
(i) On Deposit Account		6,03,56,395
(ii) Interest Accrued on FDRs		23,48,511
		<u>6,27,04,906</u>

## Note 13 INVENTORIES

	As at 31.03.2015 ₹	As at 31.03.2014 ₹
(i) Raw Material		
(ii) Work-in-progress		
(iii) Finished goods		
(iv) Stock-in-trade		
(v) Loose tools		
(vi) Stores		
-Stock Medical Items	4,82,83,519	
-Stock Non Medical Items	1,45,54,705	
	6,28,38,224	
	<u>6,28,38,224</u>	

## Note 14 TRADE RECEIVABLES

	As at 31.03.2015 ₹	As at 31.03.2014 ₹
(i) Receivable outstanding for a period exceeding six months from the date they are due for payment :-		
Secured, considered good	4,69,902	
-Secured		
-Unsecured		
-Considered doubtful		
Less :- Provision for doubtful debts		
(ii) Other Receivables :-		
-Unsecured (considered good)	1,20,73,085	
-Secured		
-Unsecured		
Less :- Provision for rebate & discounts		
	1,25,42,987	
	<u>1,25,42,987</u>	





## Note 15 CASH AND BANK BALANCES

	As at 31.03.2015 ₹	As at 31.03.2014 ₹
(A) CASH AND CASH EQUIVALENTS		
(i) Balances with Banks :		
(a) Current Accounts	26,18,21,367	8,75,95,173
(b) Deposit Accounts ( up to 3 months)	27,67,79,558	-
	53,86,00,925	8,75,95,173
(ii) Cheques, drafts on hand	18,83,776	-
(iii) Cash on hand	20,60,974	5,41,759
(B) Other Bank Balances :		
(i) Deposit Accounts (3-12 Months)	13,81,19,365	-
	<u>68,06,65,040</u>	<u>8,81,36,932</u>

FDRs included in (i) (b) worth ₹ 1,17,93,000/- & (iv) worth ₹13,81,19,365/- are pledged with Axis Bank & Yes Bank as Margin/Security Money.

## Note 16 SHORT TERM LOANS AND ADVANCES

(Unsecured, considered good)

	As at 31.03.2015 ₹	As at 31.03.2014 ₹
(i) Loans and Advances to related parties	54,60,60,605	2,18,04,681
(ii) Loans and Advances to Employees	3,53,063	42,237
(iii) Balance with custom authorities	-	72,57,139
(iv) TDS Receivables	57,29,695	5,47,589
	<u>55,21,43,363</u>	<u>2,96,51,646</u>

## Note 17 OTHER CURRENT ASSETS

	As at 31.03.2015 ₹	As at 31.03.2014 ₹
(i) Interest Accrued on FDRs	59,08,371	-
(ii) Prepaid Expenses	26,29,047	11,21,228
(iii) Income Accrued but not Due	1,17,74,580	-
	<u>2,03,11,998</u>	<u>11,21,228</u>



## Note 18 REVENUE FROM OPERATIONS

		As at 31.03.2015 ₹	As at 31.03.2014 ₹
(i) Revenue from Hospital	5,20,47,432		
(ii) Revenue from Pharmacy	1,84,64,928		
		7,05,12,360	
		<u>7,05,12,360</u>	

## Note 19 OTHER INCOME

		As at 31.03.2015 ₹	As at 31.03.2014 ₹
(a) Interest Received - FDR	3,07,20,149		
(b) Sale Of Scrap	10,99,251		
(c) Miscellaneous Income	3,46,678		
		3,21,66,078	
		<u>3,21,66,078</u>	



## Note 20 COST OF SALES

	For the year ended 31.03.2015	For the period ended 31.03.2014
	₹	₹
(i) Consumption of Medical Items	1,39,31,480	-
(ii) Pharmacy Sale	1,24,47,693	-
<b>Totals</b>	<b>2,63,79,173</b>	-

## Note 21 EMPLOYEE BENEFITS EXPENSES

	For the year ended 31.03.2015	For the period ended 31.03.2014
	₹	₹
(i) Salary, Wages, Bonus and other benefits	4,04,49,715	-
(ii) Contribution to Provident fund	21,09,050	-
(iii) Staff Welfare Expenses	1,09,142	-
<b>Totals</b>	<b>4,26,67,907</b>	-

## Note 22 FINANCE COSTS

	For the year ended 31.03.2015	For the period ended 31.03.2014
	₹	₹
(i) Interest on Term Loan	1,58,37,022	-
(ii) Other Finance Charges	18,97,386	-
<b>Totals</b>	<b>1,77,34,408</b>	-

## Note 23 OTHER EXPENSES

	For the year ended 31.03.2015	For the period ended 31.03.2014
	₹	₹
(i) Doctor's Fees	2,99,00,120	-
(ii) Consultancy & Advisory Charges	16,72,063	-
(iii) Electricity, Power & Fuel Expenses	16,41,404	-
(iv) House Keeping Expenses	38,35,747	-
(v) Security Service Expenses	5,81,221	-
(vi) Rates & Taxes	23,614	-
(vii) Travelling & Conveyance Expenses	1,01,549	-
(viii) Postage & Telephone Expenses	1,22,444	-
(ix) Insurance Charges	1,93,979	-
(x) Vehicles Running & Maintenance	3,43,026	-
(xi) Printing & Stationery	3,72,207	-
(xii) Office Expenses	3,821	-
(xiii) Repair & Maintenance	66,927	-
(xiv) Marketing & Business Promotion Expenses	11,71,324	-
(xv) Audit Fee	2,24,720	-
(xvi) Misc. Expenses	8,03,829	-
(xvii) Bank Charges	1,58,488	-
(xviii) Preliminary Expenses	-	1,26,37,540
	<b>4,12,16,483</b>	<b>1,26,37,540</b>



## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

Note 24 Earnings Per Share in accordance with Accounting Standard [AS - 20] for the year ended on 31.03.2015

Computation of Basic & Diluted Earnings per Share is as under:

	As at 31.03.2015 ₹	As at 31.03.2014 ₹
Net Profit after Tax (₹)	(4,56,21,158)	(1,26,37,540)
Weighted average number of Equity shares for Earnings per share computation.		
(i) Number of Equity Shares at the Beginning of the period	25,00,00,000	-
(ii) Number of Equity Shares allotted during the period.	17,75,00,000	25,00,00,000
(iii) Weighted average number of Equity Shares allotted during the period.	31,72,19,178	16,64,50,593
(iv) Weighted average number of Equity Shares at the end of the period.	31,72,19,178	16,64,50,593
Basic & diluted Earnings per share(₹)	(0.14)	(0.08)
Face Value per Share(₹)	10.00	10.00



## NOTE NO. 25 Contingent Liabilities &amp; commitments not provided for:

Particulars	₹ 2014-15	₹ 2013-14
<b>Contingent Liabilities :-</b>		
a) Outstanding Letters of Credit (including Foreign LCs) (Margin Money Current Year: 7.39 crores, Previous Year: Nil)	39,64,02,181	37,05,13,559
b) Bank Guarantee		
<b>Commitments :-</b>		
c) Estimated amount of Contract of HIS Software remaining to be executed (Net of advances)	22,47,200	
d) Estimated amount of Contract remaining to be executed on Capital	14,00,00,000	36,00,00,000

## NOTE NO. 26

During the year the company has commenced OPD operation for Internal Medicine, Radiology, Lab & EHC w.e.f 1st April 2014, rest of the departments are under progress and working on trial run. Incidental expenses (net of revenue) related to other departments have been shown as pre-operative expenses in Capital Work In Progress.

## NOTE NO. 27

In the opinion of Board of Directors the assets, other than fixed assets and non-current investments, have a value on realization in the ordinary course of business at least equal to the amount at which they are stated in the Balance Sheet.

## NOTE NO. 28

(a) Provident Fund - Defined contribution Plan.

All employees are entitled to Provident Fund Benefit as per law. Amount debited to financial statements is ₹ 1,03,12,305/- during the year (Previous period ₹ 44,18,718/-).

(b) The Liability for Gratuity is provided on the basis of actuarial valuation made at the end of current period. The actuarial valuation is made on Projected Unit Credit method as per AS-15 (revised).

(c) Provision has been made for Gratuity and Leave Encashment as per actuarial valuation as below (Previous year figures are mentioned in brackets) :



The Summarized position of defined benefits recognized in Balance Sheet is as under:

S. No.	Particulars	2014-15	
		Gratuity	Leave Encashment
I	Expenses recognized as Incidental Expenditure During Construction up to 31st March 2015.		
	1. Current Service Cost.	17,93,447 (7,44,054)	28,25,485 (10,52,580)
	2. Interest Cost	63,245 -	96,387 (9,182)
	3. Employee Contribution	- (-)	- (-)
	4. Actuarial (Gains)/Losses	-1,04,225 (-)	2,14,549 (-35815)
	5. Past Service Cost	- (-)	- (-)
	6. Settlement Cost	- (-)	- (-)
	7. Total Expenses	17,52,467 (7,44,054)	31,36,421 (10,25,947)
II	Net Asset/ (Liability) recognized in the Balance Sheet as at 31st March 2015.		
	1. Present Value of Defined Benefit Obligation.	23,99,136 (7,44,054)	35,44,935 (11,33,966)
	2. Fair Value of Plan Assets	- (-)	- (-)
	3. Funded Status /Difference	- (-)	-35,44,935 (-1133966)
	4. Net Asset/ (Liability) as at March 31, 2015.	-23,99,136 (-744054)	-35,44,935 (-1133966)
III	Change in Obligation during the year ended March 31, 2015.		
	1. Present value of Defined Benefit Obligation at the beginning of the year.	- (-)	11,33,966 (1,08,019)
	2. Current Service Cost.	- (-)	28,25,485 (10,52,580)
	3. Interest Cost	- (-)	96,387 (9,182)
	4. Settlement Cost	- (-)	- (-)



	5. Past Service Cost.	-	-
		(-)	(-)
	6. Employee Contributions	-	-
		(-)	(-)
	7. Actuarial (Gains)/Losses	-	2,14,549
		(-)	(-35815)
	8. Benefit Payments	-	-7,25,452
		(-)	(-)
	9. Present Value of Defined Benefit Obligation at the end of the year.	-	35,44,935
		(-)	(11,33,966)
IV	Change in Assets during the year ended March, 2015.		
	1. Plan Assets at the beginning of the year.	-	-
		(-)	(-)
	2. Assets acquired on amalgamation in previous year.	-	-
		(-)	(-)
	3. Settlements	-	-
		(-)	(-)
	4. Expected return on Plan Assets	-	-
		(-)	(-)
	5. Contribution by Employer	-	-
		(-)	(-)
	6. Actual Benefit Paid	-	-
		(-)	(-)
	7. Actuarial Gains / (Losses)	-	-
		(-)	(-)
	8. Plan Assets at the end of the year	-	-
		(-)	(-)
	9. Actual Return on Plan Assets	-	-
		(-)	(-)

V. Assets/Liabilities

	As on			31.03.2015	31.03.2014
Gratuity					
A	PBO (C)			23,99,136	7,44,054
B	Plan Assets			-	-
C	Net Assets/(Liabilities)			(23,99,136)	(-744054)
Leave Encashment					
A	PBO (C)			35,44,935	11,13,966
B	Plan Assets			-	-
C	Net Assets/(Liabilities)			(35,44,935)	(-1113966)





VI. Enterprises best estimate of contribution during next year :

(i) Gratuity	₹ 34,96,866
(ii) Leave encashment	₹ 29,49,664

VII. Actuarial Assumptions

(I) Discount Rate	8.00%
(II) Mortality	As per IALM (1994-96)
(III) Turnover Rate	
- Up to 30 years	2%
- 31 to 44 years	5%
- Above 44 years	3%
(IV) Future Salary Increase	6%

NOTE NO.29

a. Earnings in foreign Currency :

Particulars	Year ended 2014-15	Year ended 2013-14
Patient Receipt	70,28,086	-

b. Expenditure in Foreign Currency :

Particulars	Year ended 2014-15	Year ended 2013-14
Finance Charges	16,55,499	-
Patient Refund	1,50,384	-
CIF value of import of Capital Goods	4,49,15,223	11,49,51,911



NOTE NO.30

Related Party Disclosures, as required in terms of 'Accounting Standard [AS] -18' are given below:

I:- Relationships (Related party relationships are as identified by the Company and relied upon by the Auditors)

- a. Ultimate Holding Company : Jaiprakash Associates Limited (JAL)  
b. Holding Company : Jaypee Infratech Limited (JIL)

c. Fellow Subsidiary Companies:

- Jaiprakash Power Ventures Limited (JPVL) (subsidiary of JAL)  
(1) Jaypee Powergrid Limited (JV subsidiary of JPVL)  
(2) Jaypee Arunachal Power Limited (JV subsidiary of JPVL)  
(3) Sangam Power Generation Company Limited (subsidiary of JPVL)  
(4) Prayagraj Power Generation Company Limited (subsidiary of JPVL)  
(5) Jaypee Meghalaya Power Limited (subsidiary of JPVL)  
(6) Himachal Baspa Power Company Limited (subsidiary of JPVL w.e.f 14.03.14)  
(7) Himachal Karcham Power Company Limited (subsidiary of JPVL w.e.f 14.03.2014)  
(8) Bhilai Jaypee Cement Limited (JV subsidiary of JAL)  
(9) Himalayan Expressway Limited (JV subsidiary of JAL)  
(10) Gujarat Jaypee Cement & Infrastructure Limited (JV subsidiary of JAL)  
(11) Jaypee Sports International Limited (JPSI) (subsidiary of JAL)  
(12) Jaypee Ganga Infrastructure Corporation Limited (subsidiary of JAL)  
(13) Jaypee Agra Vikas Limited (subsidiary of JAL)  
(14) Jaypee Fertilizers & Industries Limited (subsidiary of JAL)  
(15) Jaypee Cement Corporation Limited (subsidiary of JAL)  
(16) Himalayaputra Aviation Limited (subsidiary of JAL)  
(17) Jaypee Assam Cement Limited (subsidiary of JAL)  
(18) Jaypee Cement Cricket (India) Limited (subsidiary of JAL)  
(19) Jaypee Cement Hockey (India) Limited (subsidiary of JAL)  
(20) Jaiprakash Agri Initiatives Company Limited (subsidiary of JCCL)

Note : Bokaro Jaypee Cement Limited ceased to be a subsidiary of the JAL w.e.f 29th November 2014, consequent to sale of JAL's entire 74% stake in it.)

d. Associates Companies

- (1) MP Jaypee Coal Limited  
(2) MP Jaypee Coal Fields Limited  
(3) Madhya Pradesh Jaypee Minerals Limited  
(4) Jaypee Uttar Bharat Vikas Private Limited  
(5) Kanpur Fertilizers & Cement Limited  
(6) Jaypee Infra Ventures (A Private Company With Unlimited Liability) (JIV)  
(7) Jaypee Development Corporation Limited (JDCL) (Subsidiary of JIV)  
(8) Andhra Cements Limited (subsidiary of JDCL)  
(9) JIL Information Technology Limited (JILIT) (Subsidiary of JIV)  
(10) Gaur & Nagi Limited (Subsidiary of JILIT)  
(11) Jaypee International Logistics Company Private Limited (subsidiary of JIV)  
(12) Tiger Hills Holiday Resort Private Limited (subsidiary of JDCL)  
(13) Anvi Hotels Private Limited (subsidiary of JIV)  
(14) RPJ Minerals Private Limited (RPJMPL)  
(15) Sarveshwari Stone Products Private Limited (subsidiary of RPJMPL)  
(16) Rock Solid Cement Limited (subsidiary of RPJMPL)  
(17) Sonebhadra Minerals Private Limited  
(18) Jaiprakash Kashmir Energy Limited  
(19) Indesign Enterprises Private Limited (subsidiary of JIV)  
(20) Jaypee Hotels Limited (KMP based associate company)  
(21) Jaypee Mining Ventures Private Limited (KMP based associate company)  
(22) Ceekay Estates Private Limited (KMP based associate company)  
(23) Jaiprakash Exports Private Limited (KMP based associate company)  
(24) Bhumi Estate developers Privated Limited (KMP based associate company)  
(25) Pac Pharma Drugs and Chemicals Private Limited (KMP based associate company)  
(26) Jaypee Technical Consultants Private Limited (KMP based associate company)  
(27) Jaypee Jan Sewa Sansthan ('Not for Profit Private Limited Company) (KMP based associate company)  
(28) Think Different Enterprises Private Limited (KMP based associate company)  
(29) OHM Products Private Limited (KMP based associat company)  
(30) Sparton Growth Fund Private Limited (KMP based associate company)  
(31) iValue Advisors Private Limited  
(32) JC World Hospitality Pvt. Ltd.



(e) Key Managerial Personnel:

- (1) Smt. Rekha Dixit, Whole-time Director (w.e.f 25.02.2015)
- (2) Shri Sachin Gaur, Director & CFO (w.e.f 25.02.2015)
- (3) Smt. Suman Lata, Company Secretary (w.e.f 25.02.2015)

Transactions carried out with related parties referred to above: (in ₹ )

Nature of Transactions	Referred in (a) above	Referred in (b) above	Referred in (c) above	Referred in (d) above	Referred in (e) above
Receipts/ Income					
Share Application Money received		1,77,50,00,000			
		(74,11,65,600)			
Expenditure					
Contract Expenses	17,40,94,663 (1,31,32,18,053)				
Cement/ Goods Purchases/IT Services, supply & Installation				5,76,45,029 (4,67,07,390)	
Advertisement				(6,499)	
Others					
Project Transfer		11,57,99,958 (175,88,34,400)			

Outstanding

Receivables					
Advance Payment	(-)	51,62,33,140			
	(4,69,67,759)	(-)			
Payables					
Creditors	4,94,22,576			26,14,469	
	(-)			(1,07,58,896)	

1 Previous Year figures are given in brackets.



**NOTE NO. 31**

Deferred tax assets/ liabilities for timing difference has not been created in view of virtual uncertainty of future taxable income against which reversal of such deferred tax can be made.

**NOTE NO. 32**

As per the information available from the Management there are no Small Scale Industrial Undertakings to whom the Company owes more than ₹ 1 Lakh outstanding for more than 30 days as on 31st March 2015.

**NOTE NO. 33**

As per the information available with the company, the company has no dues to micro & Small Enterprises during the period ended 31st March 2015 .

**NOTE NO. 34**

During the period under the review, the company has not paid any remuneration to its directors.

**NOTE NO. 35**

(a) All the figures have been rounded off to the nearest rupee.

(b) Previous year figures have been reworked/regrouped/rearranged wherever necessary to conform to those of current year.

Signatures to Notes 1 to 35

For Awatar & Co.

Chartered Accountants

Registration No. 000726N

  
(Brijendra Agrawal)


Partner

M. No. 087787

Place: Noida

Date: 25/05/2015

  
Sachin Gaur  
Director & CFO  
DIN-00387718

  
Suman Lata  
Company Secretary

For and On behalf of Board

  
Manoj Gaur  
Chairman  
DIN-00008480

  
Rekha Dixit  
Whole-time Director  
DIN-00913685