



Odisha Cement Limited

Annual Report - 2015-16



ODISHA CEMENT LIMITED

(CIN: U14200OR2013PLC017132)

REGD. OFFICE: AT/PO/PS: RAJGANGPUR, DIST: SUNDARGARH, ODISHA-770017

Directors' Report for the year ended March 31, 2016

The Directors of your Company are pleased to present their third Annual Report together with audited statement of accounts of the Company for the year ended March 31, 2016.

1. Business Operations.

Your Company has not started any business activity since its incorporation.

2 Extract of Annual Return.

The extract of Annual Return is attached at **Annexure – 1** in terms of Section 134(3) read with Section 92(3) of the Companies Act, 2013 (“Act”) and Rule 12 of Companies (Management and Administration) Rules, 2014, which forms part of this report.

3. Meetings of the Board of Directors.

During the Financial Year 2015-16, the Board of Directors met five times on April 22, 2015, July 01, 2015, October 12, 2015, January 04, 2016 and March 28, 2016.

4. Directors Responsibility Statement.

In terms of provisions of Section 134(5) of the Act, your Directors state that:

- a) In the preparation of the Annual Accounts, the applicable accounting standards have been followed, along with proper explanation relating to material departures;
- b) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give true and fair view of the state of affairs of the Company as on March 31, 2016 and of the Profit of the Company for the year ended on that date;
- c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) The Directors have prepared the annual accounts of the Company on a going concern basis;
- e) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

5. Loans, Guarantees or Investments.

During the Financial Year 2015-16, no Loans, Guarantees or Investments has been made pursuant to the provisions of Section 186 of the Act.

6. Particulars of Contracts or arrangements with related parties.

During the Financial Year 2015-16, no contract or arrangement has been made with the related parties pursuant to the provisions of Section 188 of the Act.

7. Conservation of Energy, etc.

Information required to be given pursuant to Section 134(3) of the Act read with Rule 8(3) of the Companies (Accounts) Rules, 2014 with regard to conservation of energy, technology absorption and foreign exchange earnings and outgo is nil, since no business has been carried on during the Financial Year 2015-16.

8. Scheme of arrangement and amalgamation.

The Board of Directors has at its meeting held on March 28, 2016 approved the Scheme of Arrangement and Amalgamation amongst the Company, Dalmia Cement East Limited, Shri Rangam Securities & Holdings Limited, Dalmia Bharat Cements Holdings Limited and OCL India Limited and their respective shareholders and creditors involving the following:

- (a) Slump Sale of Rail, Power & Solid Waste Management System Undertakings of OCL India Limited to the Company, a wholly owned subsidiary of OCL India Limited, as a going concern, together with all its properties, assets, liabilities, rights, benefits and interest therein, without assigning value to individual assets and liabilities.
- (b) Amalgamation of residual of OCL India Limited with the Company.
- (c) Slump Sale of Rail & Solid Waste Management System Undertakings of Dalmia Cement East Limited to the Company as a going concern, together with all its properties, assets, liabilities, rights, benefits and interest therein, without assigning value to individual assets and liabilities;
- (d) Amalgamation of (i) residual Dalmia Cement East Limited, (ii) Dalmia Bharat Cements Holdings Limited and (iii) Shri Rangam Securities & Holdings Limited with the Company; and
- (e) Change in name of the Company to "OCL India Limited".

9. Shifting of Registered Office.

The Board of Directors has, at its meeting held on March 28, 2016, approved the Shifting of the Registered Office from the State of Odisha to the State of Tamil Nadu under the Jurisdiction of the Registrar of Companies, Chennai subject to the approval of the Shareholders and the Central Government through the Regional Director, Kolkata.

10. Particulars of Employees.

There has been no employee in receipt of remuneration which in the aggregate is not less than Rs.5,00,000/- per month or Rs.60,00,000/- per annum.

11. Directors.

During the year under report Shri H. L. Agarwal resigned from the Directorship of the Company and Shri Ganesh W Jirkuntwar co-opted as Additional Director of the Company and he holds office upto the date of ensuing Annual General Meeting.

Shri Ashwini Kumar Dalmia retires by rotation and being eligible offers himself for re-appointment.

12. Auditors and Auditors Report.

M/s K D Lath & Co. Chartered Accountants, Rourkela have been appointed as Statutory Auditors in the first annual general meeting to hold the office till the conclusion of the 6th Annual General Meeting (AGM) of the Company to be held in the year 2019. However, their appointment needs to be ratified by the shareholders at the forthcoming Annual General Meeting in terms of Section 139 of the Act.

The Notes on Financial Statements referred to in the Auditors' Report are self-explanatory and do not call for any comments and explanation.

During the Financial Year 2015-16, the Auditors have not reported any matter under Section 143(12) of the Companies Act, 2013.

BY ORDER OF THE BOARD

Amandeep

Ashwini Kumar Dalmia

DIRECTOR
DIN-00226905

DIRECTOR
DIN- 07040702

Place: Rajgangpur
Date: 29-04-2016

FORM NO. MGT-9**EXTRACT OF ANNUAL RETURN****as on the financial year ended on March 31, 2016**

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

I. REGISTRATION AND OTHER DETAILS:

- (i) CIN : U14200OR2013PLC017132
- (ii) Registration Date : 12.07.2013
- (iii) Name of the Company : Odisha Cement Limited.
- (iv) Category / Sub-Category of the Company : Manufacturing
- (v) Address of the Registered office and contact details : AT/PO/PS – Rajgangpur, Dist : Sundargarh Odisha - 770 017, Contact No:06624 – 221212
- (vi) Whether listed company Yes / No : No
- (vii) Name, Address and Contact details of Registrar and Transfer Agent, if any: : N.A

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

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

Sl. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Cement	2394	NIL

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sl. No.	Name and address of the company	CIN/GLN	Holding/ Subsidiary /Associate	% of shares held	Applicable Section
1	OCL India Limited, Regd. Off:Rajgangpur, Dist: Sundargarh, Odisha. Pin-770017.	L26942OR1949PLC000185	Holding	100	2(87) of Companies Act, 2013

Category of Shareholders	No. of Shares held at the beginning of the year			No. of Shares held at the end of the year					% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
2. Non Institutions									
(a) Bodies Corp.									
(i) Indian	-	-	-	-	-	-	-	-	-
(ii) Overseas	-	-	-	-	-	-	-	-	-
(b) Individuals									
(i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	-	-	-	-	-	-	-	-	-
(ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	-	-	-	-	-	-	-	-	-
(c) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(2)	-	-	-	-	-	-	-	-	-
Total Public Shareholding (B)=(B)(1)+ (B)(2)	-	-	-	-	-	-	-	-	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	0.00	50000	50000	100.00	0.00	50000	50000	100.00	100.00

(ii) Shareholding of Promoters:

Sl. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% Change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / Encumbered to Total shares	No. Of Shares	% of Total Shares of the company	% of Shares Pledged /encumbered to total shares	
1	OCL India Ltd	49,994	99.99	0.00	49,994	99.99	0.00	0.00
2	D.D.Atal	1	0.00	0.00	0	0.00	0.00	0.00
3	Amandeep	0	0.00	0.00	1	0.00	0.00	0.00
4	Jai Narayan Tiwari	1	0.00	0.00	1	0.00	0.00	0.00
5	Ganesh W Jirkuntwar.	1	0.00	0.00	1	0.00	0.00	0.00
6	Ashwini Kumar Dalmia	1	0.00	0.00	1	0.00	0.00	0.00
7	Sambhu Dayal Agarwal	1	0.00	0.00	0	0.00	0.00	0.00
8	Vivek Dalmia	0	0.00	0.00	1	0.00	0.00	0.00
9	Rajib Mohanty	1	0.01	0.00	1	0.01	0.00	0.00
	Total	50,000	100.00	0.00	50,000	100.00	0.00	0.00

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

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	At the beginning of the year	50,000	100.00	50,000	100.00
2	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	0.00	0.00	50,000	100.00
3	At the End of the year	50,000	100.00	-	-

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

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

(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	For Each of the Directors and KMP		Shareholding at the beginning of the year		Cumulative Shareholding during the year.	
	Name of the Director/KMP	Remarks	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Jai Narain Tiwari	At the beginning of the year	1	0	1	0
		At the End of the year	1	0	-	-
2.	Ashwini Kumar Dalmia	At the beginning of the year	1	0	1	0
		At the End of the year	1	0	-	-
3.	Amandeep	At the beginning of the year	0	0	0	0
		Increase	1	0	1	0
		At the End of the year	1	0	-	-
4.	Ganesh W Jirkuntwar	At the beginning of the year	1	0	1	0
		At the End of the year	0	0	0	0

V. INDEBTEDNESS:

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

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

(VI) REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl. No	Particulars of Remuneration	Name of MD/WTD/Manager				Total Amount
		NA	NA	NA	NA	
1.	Gross salary					NA
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961.	-	-	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961.	-	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income Tax Act, 1961	-	-	-	-	-
2.	Stock Option	-	-	-	-	-
3.	Sweat Equity	-	-	-	-	-
4.	Commission					
	- as % of profit	-	-	-	-	-
	- Others, specify...	-	-	-	-	-
5.	Others, please specify					
	Total (A)	-	-	-	-	-
	Ceiling as per the Act	-	-	-	-	-

B. Remuneration to other directors:

Sl. No.	Particulars of Remuneration	Name of Directors			Total Amount
		NA	NA	NA	NA
1.	Independent Directors				
	- Fee for attending board / committee meetings	-	-	-	-
	- Commission	-	-	-	-
	- Others, please specify	-	-	-	-
	Total (1)				
2.	Other Non-Executive Directors				
	- Fee for attending board / committee meetings.	-	-	-	-
	- Commission	-	-	-	-
	- Others, please specify	-	-	-	-
	Total (2)	-	-	-	-
	Total (B)=(1+2)	-	-	-	-
	Total Managerial Remuneration	-	-	-	-
	Overall Ceiling as per the Act	-	-	-	-

C. Remuneration to key managerial personnel other than MD/Manager/WTD.

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total Amount
		N.A	NA	NA	NA
1.	Gross salary.				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission				
	- as % of profit	-	-	-	-
	- others, specify...	-	-	-	-
5.	Others, please specify	-	-	-	-
	Total	-	-	-	-

VI. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty					
Punishment					
Compounding					
B. DIRECTORS					
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF THE ODISHA CEMENT LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of ODISHA CEMENT LIMITED ("the Company"), which comprise the Balance Sheet as at 31st March, 2016, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements.

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

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

Auditor's Responsibility.

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

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2016, 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, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A, a statement on the matters specified in the paragraph 3 and 4 of the order.
2. As required by Section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;

- (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- (e) On the basis of the written representations received from the directors as on 31st March, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2016 from being appointed as a director in terms of Section 164 (2) of the Act;
- (f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in “Annexure B”; and
- (g) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i) The Company does not have any pending litigations which would impact its financial position.
 - 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 K.D Lath & Co
Chartered Accountants
(FRNo. 306011E)

Sudhir Lath
(Partner)
(Membership No. 059396)

Place: Rourkela
Date:29.04.2016

Annexure - A to the Auditors' Report

ANNEXURE TO THE AUDITOR'S REPORT

Referred to in paragraph '1' under Report on Other Legal and Regulatory Requirements section of our report of even date on the accounts for the year ended on 31st March 2016 of Odisha Cement Limited

1. As the Company has not purchased any fixed assets, clause (1) (a),(b) &(c) of the order are not applicable.
2. As the Company does not have any inventory; clause (2) of the order are not applicable.
3. As the Company has not granted any loans, secured or unsecured to Companies, Firms and other parties covered in under Section 189 of the Companies Act 2013, clause (3) of the order is not applicable.
4. As the Company has not given any loan or made any investment, clause (4) of the order is not applicable.
5. According to the information and explanations given to us, the Company has not accepted any deposits from public.
6. The Central Government has prescribed maintenance of cost records under section 148 (1) of the Companies Act 2013. However, as the Company has not started its business activity the requirement to maintain such records does not arise.
7. As there are no statutory dues, clause (7)(a)&(b) of the order are not applicable.
8. As the Company has not taken any loans from Financial Institution or banks, clause (8) of the order is not applicable.
9. The Company has not raised any fund by way of initial public offer or further public offer or taken any term loans, clause (9) of the order is not applicable.
10. According to information and explanation given to us, no case of fraud on or by the Company has been noticed or reported during the year under audit.
11. The company has not paid any managerial remuneration during the year.
12. As the company is not a Nidhi Company, clause (12) of the order is not applicable.
13. The company has not made any transaction with related parties hence clause (13) of the order is not applicable.

14. During the year company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures.
15. During the year the company has not made any non-cash transactions with directors or persons connected with him.
16. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For K.D Lath & Co
Chartered Accountants
(FRNo. 306011E)

Sudhir Lath
(Partner)
(Membership No. 059396)

Place : Rourkela
Date: 29.04.2016

Annexure - B to the Auditors' Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Odisha Cement Limited ("the Company") as of 31st March 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting.

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting.

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion.

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For K.D Lath & Co
Chartered Accountants
(FRNo. 306011E)

Sudhir Lath
(Partner)
(Membership No. 059396)

Place : Rourkela
Date: 29.04.2016

ODISHA CEMENT LIMITED

CIN: U14200OR2013PLC017132

Registered Office: At/Po/Ps: Rajgangpur-770017, Dist-Sundargarh, Odisha

BALANCE SHEET AS AT 31st March' 2016

(Amount in Rs.)

Particulars	Note No.	As at 31.03.2016	As at 31.03.2015
I. EQUITY AND LIABILITIES			
(1) Shareholders' funds			
(a) Share capital	2	500,000.00	500,000.00
(b) Reserves and surplus	3	(92,439.11)	(55,235.40)
(2) Current liabilities			
(a) Trade payables	4	29,770.00	8,989.00
(b) Short-term provisions	5	10,318.31	8,850.00
TOTAL		447,649.20	462,603.60
II. ASSETS			
(1) Non-current assets			
(a) Deferred Tax Assets (Net)	6	7,725.00	7,725.00
(2) Current assets			
(a) Cash and cash equivalents	7	436,978.20	440,566.60
(b) Other current assets	8	2,946.00	14,312.00
TOTAL		447,649.20	462,603.60

Summary of significant accounting policies and other notes forming part of the financial Statements

1

As per our Report of Even date

For K.D Lath & Co.
Chartered Accountants
FRN: 306011E

For ODISHA CEMENT LIMITED
on behalf of the Board

Sudhir Lath
(Partner)
Mem. No. 059396

Amandeep , Director (DIN-00226905)

Place: Rourkela
Date: 29.04.2016

A.K.Dalmia, Director (DIN-07040702)

ODISHA CEMENT LIMITED

CIN: U14200OR2013PLC017132

Registered Office: At/Po/Ps: Rajgangpur-770017, Dist-Sundargarh, Odisha

STATEMENT OF PROFIT & LOSS FOR THE PERIOD ENDED 31st MARCH' 2016

Particulars	Note No.	(Amount in Rs.)	(Amount in Rs.)
		31.03.2016	31.03.2015
I Other income	9	33,392.60	28,686.00
II Total Revenue		33,392.60	28,686.00
III Expenses			
a. Other expenses	10	60,259.00	38,624.40
Total expenses		60,259.00	38,624.40
IV Profit before tax (II - III)		-26,866.40	-9,938.40
V Tax expense:			
(1) Current Tax		10,318.31	8,860.00
(2) Deferred Tax		,0.00	,0.00
VI Profit /(Loss) for the period (XI + XIV)		-37,184.71	-18,798.40
VII Earnings per equity share:			
(1) Basic & Diluted	11	(0.74)	(0.38)

Summary of significant accounting policies and other notes forming part of the financial

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As per our Report of Even date

For K.D Lath & Co.
Chartered Accountants
FRN: 306011E

For ODISHA CEMENT LIMITED
on behalf of the Board

Sudhir Lath
(Partner)
Mem. No. 059396

Amandeep , Director (DIN-00226905)

Place: Rourkela
Date: 29.04.2016

A.K.Dalmia, Director (DIN-07040702)

ODISHA CEMENT LIMITED

CIN: U14200OR2013PLC017132

Registered Office: At/Po/Ps: Rajgangpur-770017, Dist-Sundargarh, Odisha

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016

	(Amount in Rs.)	
	31.03.2016	31.03.2015
A. CASHFLOW FROM OPERATING ACTIVITIES		
Profit/Loss (-) before tax from continuing operations	-26,866.40	-9,938.40
Adjustment for :		
Interest receipt on Fixed Deposit	-29,460.00	-28,686.00
Operating profit before working capital changes	<u>-29,460.00</u>	<u>-28,686.00</u>
	<u>-56,326.40</u>	<u>-38,624.40</u>
Adjustments for Working Capital changes		
Increase/(decrease) in trade payables	20,781.00	3,371.00
Increase/(decrease) in short term provisions	0.00	0.00
decreas/(Increase) in other Current Assets	8,497.00	-3,554.00
	<u>29,278.00</u>	<u>-1,183.00</u>
Cash generated from Operations	<u>-27,048.40</u>	<u>-38,807.40</u>
Tax Paid (Net)	-6000.00	-3330.00
Net Cash from Operating Activities	<u>-33,048.40</u>	<u>-42,137.40</u>
B. CASH FLOW FROM INVESTING ACTIVITIES		
Interest receipt on investment	29,460.00	28,686.00
Net Cash generated / (-) used in Investing Activities	<u>29,460.00</u>	<u>28,686.00</u>
C. CASHFLOW FROM FINANCING ACTIVITIES		
Share Capital received	,0.00	,0.00
Net Cash from Financing Activities	<u>,0.00</u>	<u>,0.00</u>
Net changes in Cash and bank balances	<u>-3,588.40</u>	<u>-13,451.40</u>
Net Increase / (-)Decrease in Cash and Bank balances		
Balance at the end of the year	436,978.20	440,566.60
Balance at the beginning of the year	440,566.60	454,018.00
	<u>-3,588.40</u>	<u>-13,451.40</u>

For K.D Lath & Co.
Chartered Accountants
FRN: 306011E

Sudhir Lath
(Partner)
Mem. No. 059396

Place: Rourkela
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For ODISHA CEMENT LIMITED
on behalf of the Board

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ODISHA CEMENT LIMITED

(CIN: U14200OR2013PLC017132)

REGD. OFFICE: AT/PO/PS: RAJGANGPUR, DIST: SUNDARGARH, ODISHA-770017

NOTES FORMING PART OF FINANCIAL STATEMENTS

Note 1: SIGNIFICANT ACCOUNTING POLICIES

1. Basis of preparation.

These financial statements have been prepared under historical cost convention from books of accounts maintained on an accrual basis (unless otherwise stated hereinafter) in conformity with accounting principles generally accepted in India and comply with the Accounting Standards issued by the Institute of Chartered Accountants of India and referred to Sec 129 & 133 of the Companies Act, 2013, of India. The accounting policies applied by the company are consistent with those used in previous year.

2. Use of Estimates.

The preparation of financial statements requires management to make certain estimates and assumptions that affect the amount reported in the financial statements and notes thereto. Differences between actual results and estimates are recognized in the period in which they materialize.

3. Taxes on Income.

i) Current tax on income is determined on the basis of taxable income computed in accordance with the applicable provision of the Income Tax Act, 1961.

ii) Deferred tax is recognized for all timing differences between the accounting income and the taxable income for the year, and quantified using the tax rates and laws enacted or substantively enacted as on the Balance Sheet date.

iii) Deferred tax asset is recognized and carried forward only to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized, except in the case of unabsorbed depreciation or carry forward of losses under the Income Tax Act, 1961, deferred tax asset is recognized only to the extent that there is virtual certainty supported by convincing evidence that sufficient future taxable income will be available against which such deferred tax assets can be realized.

iv) Minimum Alternate Tax (MAT) credit is recognized as an asset only when and to the extent there is convincing evidence that the Company will be in a position to avail of such credit under the provisions of the Income Tax Act, 1961.

4. Investments.

Investments are either classified as current or long term based on the Managements intention. Current investments are carried at the lower of cost and fair value. Long term investments are carried at cost and provision recorded to recognize any decline, other than temporary, in the carrying value of each investment.

5. Earnings per share.

Basic and diluted earnings per share is computed by dividing the net profit attributable to equity shareholders for the year, by the weighted average number of equity share outstanding during the year.

6. Provisions, Contingent Liabilities and Contingent Assets

The Company creates a provision when there is a present obligation as a result of past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of obligation. A disclosure of contingent liability is made when there is a possible obligation or a present obligation that will probably not require outflow of resources or where a reliable estimate of the obligation cannot be made. Contingent Assets neither recognised nor disclosed in the financial statement.

ODISHA CEMENT LIMITED

CIN: U14200OR2013PLC017132

Registered Office: At/Po/Ps: Rajgangpur-770017, Dist-Sundargarh, Odisha

Notes to Balance Sheet

(Amount in Rs.)

<u>Note 2</u>	As at 31.03.2016	As at 31.03.2015
Share Capital		
Authorised Share Capital:		
1,00,000 Equity Shares of Rs. 10 each	1,00,000.00	1,00,000.00
Issued, Subscribed and Paid up:		
50,000 Equity Shares of Rs. 10 each	50,000.00	50,000.00
TOTAL	500,000.00	500,000.00

2.1 The reconciliation of the number of shares outstanding is set out below:

Particulars	As at 31.03.2016	As at 31.03.2015
	No. of Shares	No. of Shares
Equity Shares at the beginning of the year	50000	50000
Add: Shares issued in Cash	0	0
Equity Shares at the end of the year	50000	50000

2.2 All Shares out of the issued, subscribed and paid up share capital were allotted with equal Voting Rights and there is no any restriction has been imposed regarding distribution of dividends and repayment of capital on such shares.

2.3 The details of Shareholders holding more than 5% Shares:

Name of the Shareholder	As at 31.03.2016		As at 31.03.2015	
	No. of Shares	% held	No. of Shares	% held
OCL INDIA LTD. (Holding Company)	50000	100.00%	50000	100.00%

ODISHA CEMENT LIMITED

CIN: U14200OR2013PLC017132

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Notes to Balance Sheet

	As at 31.03.2016	As at 31.03.2015
Note 3		
Reserves and surplus		
(i) Surplus in Statement of Profit & Loss		
Balance as per last Balance Sheet	(55,235.40)	(36,437.00)
Add: Profit/(Loss) after tax during the year	(37,184.71)	(18,798.40)
Less: Provision for Earlier Year	(19.00)	-
	(92,439.11)	(55,235.40)
TOTAL	(92,439.11)	(55,235.40)
Note 4		
Trade payables		
(i) on account of services received		
K.D.LATH & CO, Chartered Accountants	29,770.00	8,989.00
	29,770.00	8,989.00
TOTAL	29,770.00	8,989.00
Note 5		
Short-term provisions		
Others		
Provision for tax	10,318.31	8,850.00
	10,318.31	8,850.00
TOTAL	10,318.31	8,850.00
Note : 6		
Deferred Tax Asset/ Liability		
Preliminary Expenses		
Timing Difference	25,000.00	25,000.00
Deferred Tax Asset	7,725.00	7,725.00
	7,725.00	7,725.00
Note 7		
Cash and cash equivalents		
Balances with banks		
Current account with Axis Bank Ltd.	74,965.20	115,434.60
Other Bank Balances		
Bank Deposit with original maturity with 12 months	362,013.00	325,132.00
	436,978.20	440,566.60
TOTAL	436,978.20	440,566.60
Note 8		
Other current assets		
Interest accrued but not due	-	11,443.00
Tax Deducted at Source	2,946.00	2,869.00
	2,946.00	14,312.00
TOTAL	2,946.00	14,312.00

ODISHA CEMENT LIMITED

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Notes to Profit & Loss Statement

	31st March 2016	31st March 2015
Note 9		
Other income		
Interest on FD	29,460.00	28,686.00
Bank Charges(Refunded)	3,932.60	-
TOTAL	33,392.60	28,686.00

Note 10

Other expenses

Payment to Auditors

For Audit Fees	17,175.00	5,618.00
For Tax Matter fee	3,435.00	3,371.00
For Certification Fees	9,160.00	-
For Others	49.00	3,371.00
Consultancy Charges	13,364.00	20,570.00
ROC Filing fee	15,772.00	1,200.00
Bank & Other Charges	1,304.00	4,494.40
TOTAL	60,259.00	38,624.40

Note 11

Earnings per equity share:

(i) Net Profit after tax as per Statement of Profit and Loss attributable to Equity Shareholders (₹ in crore)	-37,184.71	-18,798.40
(ii) Weighted Average number of equity shares used as denominator for calculating EPS	50,000.00	50,000.00
(iii) Basic and Diluted Earnings per share (₹)	-0.74	-0.38
(iv) Face Value per equity share (₹)	10.00	10.00

ODISHA CEMENT LIMITED

(CIN: U14200OR2013PLC017132)

REGD. OFFICE: AT/PO/PS: RAJGANGPUR, DIST: SUNDARGARH, ODISHA-770017

Note 12: Contingent liabilities, not provided for and Capital & other commitments:

NIL

Note 13: Related Party Disclosure:

Parties exercising control over the Company:

Related Party	Relationship	Transaction with related party
OCL India Ltd	Holding company	NIL

Note 14: MICRO, SMALL AND MEDIUM SCALE BUSINESS ENTITIES:

There are no Micro, Small and Medium Enterprises, to whom the Company owes dues, which are outstanding for more than 45 days during the year and as at March 31, 2016. This information as required to be disclosed under the Micro, Small and Medium Enterprise Development Act, 2006, has been determined to the extent such parties have been identified on the basis of information available with the Company

Note 15: SEGMENT REPORTING (AS-17)

The Company operates in a single business and geographical segment.

Note 16: OTHERS

Figure for the previous year have been regrouped & rearranged wherever considered necessary.

For and on behalf of
K.D. Lath & Co.
Chartered Accountants
Firm Registration No.306011E

Sudhir Lath
Partner
M. No. 059396

For ODISHA CEMENT LIMITED

Amandeep , Director (DIN-00226905)

A.K.Dalmia, Director (DIN-07040702)