



International Conveyors Limited

Annual Report
2014-15

FORWARD-LOOKING STATEMENT

In this Annual Report we have disclosed forward-looking information to enable investors to comprehend our prospects and take informed investment decisions. This report and other statements - written and oral - that we periodically make contain forward-looking statements that set out anticipated results based on the management's plans and assumptions. 'projects', 'intends', 'plans', 'believes' and words of similar substance in connection with any discussion of future performance. We cannot guarantee that these forward-looking statements will be realized, although we believe we have been prudent in assumptions. The achievement of results is subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialize, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

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Corporate Information

Directors

Mr. M. P. Jhunjhunwala
Mr. L. K. Tibrawalla
Mr. J. S. Vanzara
Mr. K. T. Reddy
Mr. Sunit Mehra
Ms. Nandini Khaitan (from 26.09.2014)
Mr. Colin William Benjamin (from 12.02.2015)

Managing Director

Mr. R. K. Dabriwala

Chief Financial Officer

Mr. A. K. Gulgulia (from 08.08.2014)

Company Secretary

Mrs. Arpita Daga (upto 26.05.2015)

Auditors

M/s. Lodha & Co.
Chartered Accountants
14, Government Place East
Kolkata - 700 069

Bankers

State Bank of India

Registered Office & Works I

Falta SEZ, Sector-II, Near Pump House No. 3
Village & Mouza - Akalmegh
Dist. South 24 Parganas, West Bengal - 743 504
CIN : L21300WB1973PLC028854
E-Mail : icltd@icbelting.com

Works-II

E-39 and H-19, MIDC Industrial Area
Chikalthana
Aurangabad - 431 006
(Maharashtra)

Corporate Office

10, Middleton Row
Kolkata - 700 071
E-Mail : investors@icbelting.com

Registrar & Share Transfer Agents

Maheshwari Datamatics Pvt. Ltd.
6, Mangoe Lane, 2nd Floor
Kolkata - 700 001

Directors Report

Dear members

Your Directors take pleasure in presenting the Forty Second Annual Report of the Company with Audited Accounts for the year ended March 31, 2015.

1. FINANCIAL RESULTS

(Amount in ₹)

Particulars	31.03.2015	31.03.2014
Profit before depreciation and taxation	109,990,148	186,427,534
Less : Depreciation	48,004,907	60,031,859
Profit before taxes	61,985,241	126,395,675
Less : Provisions for Taxation	19,225,495	42,675,380
Profit after taxes	42,759,746	83,720,295
Add : Profit brought from last year	42,538,536	38,561,148
Profit available for appropriation	85,298,282	122,281,443
Balance appropriated as under :		
Transfer to General Reserve	50,000,000	60,000,000
Proposed Dividend	16,875,000	16,875,000
Tax on Dividend	3,435,353	2,867,907
Balance Carried to Balance Sheet	14,987,929	42,538,536

2. DIVIDEND

Your Directors are pleased to recommend dividend of ₹0.25 per share on Equity Share of ₹1/- each or 25% on paid up capital (Previous year ₹ 0.25 per share on Equity Share of ₹1/- each), the consequent outflow will be ₹203.10 lacs including dividend tax (Previous year ₹197.43 lacs including dividend tax).

3. TRANSFER TO RESERVES

The Company proposes to transfer ₹500.00 lacs to the general reserve out of the amount available for appropriation and an amount of ₹852.98 lacs are proposed to be retained in the profit and loss account.

4. RESULT OF OPERATIONS

Your Company's operation during the year was satisfactory, given the tough business environment. The turnover of the Company including the excise duty for the year amounted to ₹10,044 lacs (Previous year ₹13,860 lacs).

Directors' Report

5. SUBSIDIARY

The Company has 4 subsidiaries as on March 31, 2015. There are no associate companies within the meaning of Section 2(6) of the Companies Act, 2013("Act"). There has been no material change in the nature of the business of the subsidiaries.

The Company has a policy on determining the material subsidiaries and the same has been displayed on the Company's Website at <http://www.iclbelting.com/resources/reports/gnrl/Material%20Subsidiaries.pdf>.

In view of growing business needs and to explore opportunities to promote, sell and secure orders from existing and prospective customers in the United States and Canada, the Company has acquired 100% shares of International Conveyors America Limited, INC ("ICAL") on November 1, 2014, a newly incorporated entity under the laws of the state of Delaware.

During the year, the Board of Directors ('the Board') reviewed the affairs of the subsidiaries. In accordance with Section 129(3) of the Companies Act, 2013, a statement containing salient features of the financial statements of the Company's subsidiaries in Form AOC-1 is attached to the financial statements of the Company.

6. DIRECTORS & KMP

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 read with the Articles of Association of the Company Mr. Colin William Benjamin (DIN: 07093277) was appointed as an Additional Director w.e.f. February 12, 2015 and he shall hold office up to the date of the ensuing Annual General Meeting. The Company has received requisite notice in writing from a member proposing Mr. Colin William Benjamin for appointment as a Director of the Company.

In terms of the Articles of Association of the Company read with Section 150, 152 of the Companies Act, 2013, Mr. Sunit Om Prakash Mehra (DIN: 00359482) retires by rotation and being eligible, offers himself for re-appointment, is proposed to be re-appointed as Director of the Company from the date of this AGM.

Pursuant to the provision of Sec 196 of the Companies Act, 2013 and subject to the approval of the members in the General Meeting, the Board of Directors, on the recommendation of Nomination and Remuneration Committee, re-appointed Mr. Rajendra Kumar Dabriwala (DIN: 00086658) as Managing Director effective from October 1, 2015 for a period of 1 year as per the terms specified in the draft agreement to be placed before the ensuing AGM.

Pursuant to the provisions of sections 149,152 and all other applicable provisions, if any, of the Companies Act, 2013 Ms. Nandini Khaitan (DIN: 06941351) was appointed as a Director of the Company w.e.f September 26, 2014.

During the year under review, Mr. Ashok Kumar Gulgulia was appointed as the Chief Financial Officer of the Company with effect from August 8, 2014 under Section 203 of the Companies Act, 2013.

Pursuant to the provisions of Section 149 of the Act, which came into effect from April 1, 2014, Mr. Jinesh Suryakant Vanzara (DIN: 00239574), Mr. Kunchala Thirupal Reddy (DIN: 03330182), Mr. Lakshmikant Tibrawalla (DIN: 00423521) and Mr. Mahadeo Prasad Jhunjhunwala (DIN: 00567070) were appointed as independent directors at the annual general meeting of the company held on September 26, 2014. The terms and conditions of appointment of independent are as per Schedule IV of the Act. They have submitted a declaration that each of them meets the criteria of independence as provided in section 149(6) of the Act and there has been no change in the circumstances which may affect their status as independent director during the year.

7. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Companies Act, 2013, the board of directors, to the best of their knowledge and ability, confirm that:

- i) In the preparation of the annual accounts for the year ended March 31, 2015, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- ii) 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 March 31, 2015 and of the Profit of the Company for that period;
- iii) The Directors have taken proper and sufficient care for the 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 fraud and other irregularities;

Directors' Report

- iv) The Directors have prepared the annual accounts of the Company on a 'going concern' basis.
- v) The Directors had laid down internal financial controls to be followed by the Company and that such internal financial control is adequate and operating effectively.
- vi) The directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

8. NUMBER OF BOARD MEETINGS

Five meetings of the board were held during the year, for details of the meetings please refer to the corporate governance report, which forms part of this report.

9. BOARD EVALUATION

In compliance with the provisions of the Companies Act, 2013 and clause 49 of the Listing Agreement, the evaluation of all the directors and the Board as a whole was conducted based on the criteria and framework adopted by the Board. The Board approved the evaluation results as collated by the nomination and remuneration committee.

Performance evaluation of the Board was carried out during the period under review. The details are given in the Corporate Governance Report.

10. POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

The current policy is to have an appropriate mix of executive and independent directors to maintain the independence of the Board, and separate its functions of governance and management. As on March 31, 2015, the Board consists of 8 members, one of whom is executive and rest are independent directors. The Board periodically evaluates the need for change in its composition and size.

The Company's policy on directors' appointment and remuneration and other matters provided in Section 178(3) of the Act has been disclosed in the corporate governance report, which forms part of the directors' report.

11. INTERNAL FINANCIAL CONTROL AND THEIR ADEQUACY

The Board has adopted the policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the 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 disclosures. The details in respect of internal financial control and their adequacy are included in the Management Discussion & Analysis, which forms part of this report.

12. AUDIT COMMITTEE

The details pertaining to composition of audit committee are included in the Corporate Governance Report, which forms part of this report.

13. STATUTORY AUDITORS

M/s. Lodha & Co., Chartered Accountants, Statutory Auditors of the Company holds office until the conclusion of the ensuing Annual General Meeting and are eligible for re-appointment. Pursuant to the provisions of section 139 of the Companies Act, 2013 and the Rules framed there under, it is proposed to appoint M/s. Lodha and Co., Chartered Accountants as Statutory Auditors of the Company from the conclusion of the forthcoming AGM till the conclusion of the forty-fourth AGM to be held in the year 2017, subject to ratification of their appointment at every AGM.

The Company has received letters from them to the effect that their re-appointment, if made, would be within the prescribed limits under Section 141(3) (g) of the Companies Act, 2013 and that they are not disqualified for re-appointment. They have furnished to the Company a Certificate regarding eligibility for their re-appointment.

14. AUDITORS' REPORT

The auditors' report does not contain any reservations, qualifications or adverse remarks. The Auditors' report is attached to the Balance Sheet as at 31st March 2015.

Directors' Report

15. SECRETARIAL AUDITORS' REPORT

Pursuant to the provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors has appointed M/s. V. Gulgulia & Co., Company Secretaries for conducting secretarial audit of the Company for the financial year 2014-2015. The Secretarial auditors' report does not contain any reservations, qualifications or adverse remarks and the Secretarial Audit Report (in form MR-3) forms part of the Board's Report.

16. RISK MANAGEMENT

The Risk Management framework of the Company ensures, among others, compliance with the requirements of the Listing Agreement. The framework establishes risk management across all service areas and functions of the Company, and has in place procedures to inform the Board Members about the risk assessment and minimization process. The objective of risk management is to have a dynamic and an optimum balance between risk and return and ensure regulatory compliance and conformity with the Board approved policies. It entails the identification; measurement and management of risks across the various businesses of the Company. Risks are evaluated based on the probability and impact of each risk. In the normal course of business, the Company is exposed to certain financial risks, principal payment risk, competitor risk, foreign exchange risk, risk associated with compliance, environment risk, industry risk, industrial relation risk, etc. These risks are managed through various plans and procedures so as to minimize the potential adverse effects of these risks on financial performance.

17. LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

The particulars of loans, guarantees and investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the financial statements.

18. EXTRACT OF ANNUAL RETURN

An extract of the Annual Return as of March 31, 2015 pursuant to the sub-section (3) of Section 92 of the Companies Act, 2013 is forming part of the report and is attached separately.

19. PARTICULARS OF EMPLOYEES

The information required pursuant to Section 197 read with Rule 5 of the companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given hereunder.

Sl. No.	Name	Designation	Remuneration paid FY 2014-15	Remuneration paid FY 2013-14	% Increase in remuneration from previous year	Ratio of remuneration to Median remuneration of employee
1.	Mr. Rajendra Kumar Dabriwala	Managing Director	81,00,000	63,00,000	28.57	31.69:1
2.	Mr. Ashok Kumar Gulgulia	Chief Financial Officer	7,55,329	NA	NA	2.96:1
3.	Mrs. Arpita Daga	Company Secretary	43,271	NA	NA	0.17:1

Percentage increase in remuneration of each Managing Director, Chief Financial Officer (CFO), Company Secretary in the financial year 2014-15:

Mr. Rajendra Kumar Dabriwala	(Managing Director) :	28.57
Mr. Ashok Kumar Gulgulia	(Chief Financial Officer) :	NA
Mrs. Arpita Daga	(Company Secretary) :	NA

Percentage increase in median remuneration of employees in the financial year 2014-2015 - 8.35%

Explanation of the relationship between average increase in remuneration & Company performance:

Directors' Report

The average increase in remuneration is commensurate with the company's growth and the policy of retention of talent.

Comparison of remuneration of each KMP against performance of company:

Sl. No.	Name	Designation	Remuneration paid FY 2014-15	% Increase in remuneration from previous year	PAT	% Decrease in PAT
1	Mr. Rajendra Kumar Dabriwala	Managing Director	81,00,000	28.57	42,759,748	48.93%
2	Mr. Ashok Kumar Gulgulia	Chief Financial Officer	7,55,329	NA		
3	Mrs. Arpita Daga	Company Secretary	43,271	NA		

Variation in the Market Capitalisation of the Company, Price Earning Ratio as at closing date of the current financial year and previous financial year:

Particulars	31.03.2015	31.03.2014	% Variation
Market Capitalisation	1,721,250,000	739,800,000	132.66
Price Earnings Ratio	40.48	8.84	357.94

Key parameters for any variable remuneration of directors:

Except for the Managing Director Mr. Rajendra Kumar Dabriwala, no directors have been paid any remuneration as only sitting fees are paid to them.

The Ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year- Not Applicable.

Affirmation that remuneration is as per the remuneration policy of the Company:

The Company affirms remuneration is as per the remuneration policy of the Company.

20. CORPORATE GOVERNANCE

The Company is fully compliant with the Corporate Governance guidelines, as laid out in Clause 49 of the Listing Agreement. All the Directors (and also the members of the Senior Management) have affirmed in writing their compliance with and adherence to the Code of Conduct adopted by the Company. The Managing Director has given a certificate of compliance with the Code of Conduct, which forms part of Corporate Governance Report, as required under Clause 49 of the Listing Agreement. The Statutory Auditors of the Company have examined the requirements of Corporate Governance with reference to Clause 49 of the Listing Agreement and have certified the compliance, as required under Clause 49 of the Listing Agreement.

21. DECLARATION GIVEN BY INDEPENDENT DIRECTORS

All the Independent Directors have given the necessary declarations to the Company as required under sub-section (6) of Section 149 of the Companies Act, 2013.

22. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

None of the transactions with related parties falls under the scope of Section 188(1) of the Act. Information on transactions with related parties pursuant to section 134(3)(h) of the Act read with rule 8(2) of the Companies (Accounts) Rules, 2014 are given in Form AOC-2 and the same forms part of this report.

23. POLICY ON RELATED PARTY TRANSACTION

Policy on dealing with Related Party Transaction is available on the Company's website at <http://www.iclbelting.com/resources/reports/gnrl/Related%20Party%20Policy.pdf>.

Directors' Report

24. FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

The Company proactively keeps its Directors informed of the activities of the Company, its management and operations and provides an overall industry perspective as well as issues being faced by the industry. The details of familiarisation programme have been posted in the website of the Company under the web link <http://www.iclbelting.com/resources/reports/gnrl/Familiarisation%20Programme%20for%20Independent%20Director.pdf>.

25. ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The particulars relating to energy conservation, technology absorption, foreign exchange earnings and outgo, as required to be disclosed under Section 134(3)(m) of the Companies Act, 2013 read with the Companies (Accounts) rules, 2014 are annexed to the Board's Report.

26. PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE

As per the requirement of The Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 ('Act') and Rules made there under, Company provides for diversity and equal opportunities to all employees across the Company, based on merit and ability. The cultures of the Company ensure the aspects of work-life balance for employees, especially for women and are suitably addressed. During the year, no complaints of sexual harassment were received. ICL demands, demonstrates and promotes professional behaviour and treats all employees with equal respect.

27. CORPORATE SOCIAL RESPONSIBILITY (CSR)

The brief outline of the Corporate Social Responsibility (CSR) Policy of the Company and the initiatives undertaken by the Company on CSR activities during the year forms part of this report in the format prescribed in the Companies (Corporate Social Responsibility) Rules, 2014. The policy is available on the Company's Website at <http://www.iclbelting.com/resources/reports/cgr/CorporateSocialResponsibilityPolicy.pdf>.

28. ESTABLISHMENT OF VIGIL MECHANISM

The Company has established a Vigil Mechanism that enables the Directors and Employees to report genuine concerns. The Vigil Mechanism provides for (a) adequate safeguards against victimization of persons who use the Vigil Mechanism; and (b) direct access to the Chairman of the Audit Committee of the Board of Directors of the Company in appropriate or exceptional cases. The Company has in place a Vigil Mechanism and the same has been displayed on the Company's Website at <http://www.iclbelting.com/resources/reports/gnrl/Vigil%20Mechanism.pdf>.

29. ACKNOWLEDGEMENTS

The Directors express their sincere thanks and place on record their deep appreciation for the patronage extended by the shareholders, valued customers, bankers, government authorities and the investors for their continued support and confidence in the company. The Directors also wish to place on record their deep sense of appreciation to all employees for the diligence and contribution to the growth of the Company.

For and on behalf of the Board of Directors

Place : Kolkata
Date : May 30, 2015

R. K. Dabriwala
Managing Director

M. P. Jhunjunwala
Director

Annexure to the Directors' Report

Information of Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo required to be disclosed under section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 are provided hereunder:

A. CONSERVATION OF ENERGY

The Company has always been a frontrunner in continually improving its operational performance in all areas, like production, yield, plant utilisation and others, while reducing the consumption of fuel, power, stores and others. Continuous efforts are being made to reduce energy consumption in KWH per meter in our factories located at Aurangabad, Maharashtra (India) and Falta SEZ, 24 Parganas (s), West Bengal, India. The following steps were taken towards our objective during the year under review:

At Aurangabad, Maharashtra

- G.E Loom Motors which were old have been replaced with new Energy Efficient Motors from 20 H.P. to 15 H.P. to save power consumption.
- On ICP-1 all old D.C. Drives are replaced with A.C. Drives which saves energy.
- Replacement on Non-IBR boiler with Hot Air Generator and hence saving of Diesel consumption.
- One Twisting Machine Motor replaced with 40 H.P. from 50 H.P. and for another Twisting Machine replaced with 30 H.P. from 50 H.P. for saving of energy consumption.
- Contract Demand reduced to 35 KVA from 110 KVA and hence saving electricity bill.
- Motor for Vacuum Pump replaced with 10 H.P. from 20 H.P.
- In Administrative block, changed all the tube lights of 40 Watts to CFL tubes of 18 Watts.
- Reduction in excess lighting in plant reduced to 4 KW per hour.

At Falta SEZ, West Bengal

- Contract demand has been reduced to 128 KVA from 501 KVA and hence saving electricity.
- Four new improvised looms of 7 KW are being installed to replace 15 KW 4 nos shuttle looms.

Consumption per unit of production for the year 2014-15:

Particulars	(KWH)	(₹)
Purchased Units from Electricity Board	3,715,811	26,540,536
Units generated (DG)	16,652	430,415
Total	3,732,463	26,970,951
Rate per unit	–	7.23
Consumption per meter of manufacture	9.71	–

- The power cost has decreased from 7.59 in 2013-2014 to 7.23 in 2014-2015. The net cost impact has been ₹ 0.36 per Unit.

The Company presently has in total 5 Wind Mills. All these Wind Mills are generating green energy in the states of Karnataka, Maharashtra, Gujarat and in Andhra Pradesh and the same is supplied to respective state consumers through state grids.

Sl. No.	Product Name	Unit of Capacity / production	Installed Capacity in 'KWH'	Quantity produced in 'KWH'	Capacity utilised (%)	Value of Production (in ₹)
1	Wind Mill at Chitradurga Dist., Karnataka	KWH	1400000.00	1188402.00	84.89	740341
2	Wind Mill at Panchpatta Dist., Maharashtra	KWH	1600000.00	1344656.00	84.04	830725
3	Wind Mill at Kutch Dist., Gujarat	KWH	4700000.00	2163280.00	46.03	2426977

Annexure to the Directors' Report

Sl. No.	Product Name	Unit of Capacity / production	Installed Capacity in 'KWH'	Quantity produced in 'KWH'	Capacity utilised (%)	Value of Production (in ₹)
4	Wind Mill at Kurnool Dist., Phase - I, Andhra Pradesh	KWH	1700000.00	1681628.00	98.92	3690382
5	Wind Mill at Kurnool Dist., Phase - II, Andhra Pradesh	KWH	1700000.00	1623608.00	95.51	3682721

B. TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION

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

C. FOREIGN EXCHANGE EARNING AND OUTGO

(₹ in lakhs)

Foreign exchange used and earned	2014-15	2013-14
a) Foreign Exchange Earnings	5911.81	10437.56
b) C.I.F. Value of Imports	3146.47	3309.49
c) Expenditure in foreign currency	696.20	1207.30

For and on behalf of the Board of Directors

Place : Kolkata
Date : May 30, 2015

R. K. Dabriwala
Managing Director

M. P. Jhunjunwala
Director

Directors' Report

Form No. 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 :

Sl. No.	Particulars	Details
1	Details of contracts or arrangements or transactions not at arm's length basis:	Not Applicable
2	Details of material contracts or arrangement or transactions at arm's length basis:	
(a)	Name(s) of the related party and nature of relationship:	International Conveyors Australia Pty Limited International Conveyors America Limited, INC
(b)	Nature of contracts/arrangements/transactions:	Purchase and sales of goods.
(c)	Duration of the contracts / arrangements/transactions:	As per normal business practice
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any:	Goods are sold at market rate on arm's length basis
(e)	Date(s) of approval by the Board, if any:	Not applicable, since the contract was entered into in the ordinary course of business and on arm's length price.
(f)	Amount incurred during the year	International Conveyors Australia Pty Limited - ₹ 8,72,66,311.72 International Conveyors America Limited, INC - ₹ 4,00,42,683.00

For and on behalf of the Board of Directors

Place : Kolkata
Date : May 30, 2015

R. K. Dabriwala
Managing Director

M. P. Jhunjunwala
Director

Directors' Report

FORM NO. MR-3
SECRETARIAL AUDIT REPORT
For the financial year ended 31ST 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,
International Conveyors Ltd

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by International Conveyors Ltd. (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's 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 and the representations and clarifications made by the Company, we hereby report that in our opinion, the Company has, during the audit period ended on 31st March, 2015 generally complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records made available to us and maintained by International Conveyors Ltd. for the financial year ended on 31st March, 2015 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made there under;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz:-
 - 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;
 - 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; and
 - f) The Securities and Exchange Board of India (Registrar 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. Other Laws that are specifically applicable to the Company as per the representation given by the Company:
 1. The Factories Act, 1948
 2. The Industrial Dispute Act, 1947
 3. The Income Tax Act, 1961

Directors' Report

4. The Central Excise Act, 1944
5. The Finance Act, 1994

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

- i. Secretarial Standards issued by The Institute of Company Secretaries of India. (Secretarial Standards are not in force as on the date of this report).
- ii. The Listing Agreements entered into by the Company with the BSE Limited and CSE Limited.

During the period under review and as per the representations and clarifications made, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, Listing Agreements etc. mentioned above.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice was given to all directors at least seven days in advance to schedule the Board Meetings. Agenda and detailed notes on Agenda were sent 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.

We further report that based on the information received and records maintained there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period,

the Company has obtained approval of the members under section 180(1)(C) of the Companies Act, 2013 by way of special resolution on 26th September, 2014 for increase in limit of borrowing up to Rs. 150 Crore over and above the aggregate of the paid up share capital and free reserves of the Company.

the Company has obtained approval of the members under section 180(1)(a) of the Companies Act, 2013 by way of special resolution on 26th September, 2014 for creation of charge on movable and immovable properties of the Company both present and future in connection with the borrowings of the Company.

For **V. Gulgulia & Co**
Company Secretaries

Vineeta Gulgulia
(Proprietor)

ACS No.: 36867 CP No.:13743

Place: Kolkata
Date: May 30, 2015

This report is to be read with our letter of even date which is annexed as **Annexure A** and forms an integral part of this report.

Directors' Report

'Annexure A'

To,
The Members
International Conveyors Ltd.

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process 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. We believe that the process and practices, we followed, provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedure on test basis.
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.

For **V. Gulgulia & Co**
Company Secretaries

Vineeta Gulgulia
(Proprietor)

ACS No.: 36867 CP No.:13743

Place: Kolkata
Date: May 30, 2015

Directors' Report

Form No. 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	L21300WB1973PLC028854
ii) Registration Date	18/06/1973
iii) Name of the Company	International Conveyors Ltd.
iv) Category / Sub-Category of the Company	Company Limited by Shares
v) Address of the Registered Office	Falta SEZ, Sector-II, near Pump House No. 3 Village & Mouza-Akalmegh, Akalmegh-743504
vi) Contact details	03174222964
vii) Whether listed company	Yes
viii) Name of Registrar and Transfer Agent	Maheshwari Datamatics Pvt. Ltd.
ix) Address of Registrar and Transfer Agent	6, Mangoe Lane (Surendra Mohan Ghosh Sarani), 2nd Floor, Kolkata-700 001
x) Contact details of Registrar and Transfer Agent	2243-5029/5809, 2248-2248

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	PVC Fire Resistant Antistatic Solid Woven Coal Conveyor Belting, Trading goods, Wind Energy	1399	100

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	International Belting Limited, 10, Middleton Row, Kolkata-700 071	U25209WB2006PLC110267	Subsidiary	100	2(87)
2	Conveyor Holdings Pte. Limited, 80 Raffles Place #26-01 UOB Plaza, Singapore, 048624	NA	Subsidiary	100	2(87)
3	International Conveyors America Limited, INC 2711 Centreville Road, Suite No 400, Wilmington, New Castle 19808	NA	Subsidiary	100	2(87)
4	International Conveyors Australia Pty Limited, Level 48, 101 Collins Street, Melbourne VIC 3000	NA	Subsidiary	100	2(87)

Directors' Report

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

i) Category-wise Share Holding

Category of Shareholders	No of Shares held at the beginning of the year [As on 01-April-2014]				No of Shares held at the end of the year [As on 31-March-2015]				% change during the Year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	12941086	0	12941086	19.1720	10961945	0	10961945	16.2399	-2.9321
b) Central Govt									
c) State Govt(s)									
d) Bodies Corp.	8571320	0	8571320	12.6983	6796320	0	6796320	10.0686	-2.6297
e) Banks/Fl									
f) Any other									
Sub-total (A)(1)	21512406	0	21512406	31.8702	17758265	0	17758265	26.3085	-5.5617
(2) Foreign									
a) NRIs - Individuals	14383900	0	14383900	21.3095	12883900	0	12883900	19.0873	-2.2222
b) Other - Individuals									
c) Bodies Corp.									
d) Banks/Fl									
e) Any other									
Sub-total (A)(2)	14383900	0	14383900	21.3095	12883900	0	12883900	19.0873	-2.2222
Total shareholding of Promoter (A)=(A)(1)+(A)(2)	35896306	0	35896306	53.1797	30642165	0	30642165	45.3958	-7.7840
B. Public Shareholding									
1. Institutions									
a) Mutual Funds									
b) Banks/Fl									
c) Central Govt									
d) State Govt(s)									
e) Venture Capital Funds									
f) Insurance Companies									
g) FIs	26202400	0	26202400	38.8184	26202400	0	26202400	38.8184	0.0000
h) Foreign Venture Capital Funds									
i) Others (specify)									
Sub-total(B)(1):-	26202400	0	26202400	38.8184	26202400	0	26202400	38.8184	0.0000
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	844794	30000	874794	1.2960	1403117	30000	1433117	2.1231	0.8271
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹1 lakh	2713860	392240	3106100	4.6016	2682018	249880	2931898	4.3436	-0.2580
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	1380878	0	1380878	2.0457	6241566	0	6241566	9.2468	7.2011

Directors' Report

Category of Shareholders	No of Shares held at the beginning of the year [As on 01-April-2014]				No of Shares held at the end of the year [As on 31-March-2015]				% change during the Year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
c) Others (Specify)									
Non Resident Indians	38522	0	38522	0.0571	46590	0	46590	0.0690	0.0119
Qualified Foreign Investor									
Custodian of Enemy Property									
Foreign Nationals									
Clearing Members	1000	0	1000	0.0015	2264	0	2264	0.0034	0.0019
Trusts									
Foreign Bodies-D R									
Sub-total(B)(2):-	4979054	422240	5401294	8.0019	10375555	279880	10655435	15.7858	7.7839
Total Public Shareholding (B)=(B)(1)+ (B)(2)	31181454	422240	31603694	46.8203	36577955	279880	36857835	54.6042	7.7839
C. Shares held by Custodian for GDRs & ADRs									
Grand Total (A+B+C)	67077760	422240	67500000	100.0000	67220120	279880	67500000	100.0000	-

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 share holding during the Year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
1	SURBHIT DABRIWALA / AFNPD3718C	7974000	11.8133	0.0000	6474000	9.5911	0.0000	-2.2222
2	YAMINI DABRIWALA / AEIPD7884D	6409900	9.4961	0.0000	6409900	9.4961	0.0000	0.0000
3	RAJENDRA KUMAR DABRIWALA / AFOPD3779E	5412620	8.0187	0.0000	5412620	8.0187	0.0000	0.0000
4	RAJENDRA KUMAR DABRIWALA / AACHR7622B	3030000	4.4889	0.0000	3050859	4.5198	0.0000	0.0309
5	IGE (INDIA) PRIVATE LIMITED / AAACI2678B	4143800	6.1390	0.0000	3368800	4.9908	0.0000	-1.1481
6	DABRI PROPERTIES AND TRADING COMPANY LIMITED / AAACD8673P	2300000	3.4074	0.0000	2300000	3.4074	0.0000	0.0000
7	R. C. A. LIMITED / AABCR6015J	2127520	3.1519	0.0000	1127520	1.6704	0.0000	-1.4815
8	RITU DALMIA / AGIPD3031A	826286	1.2241	0.0000	826286	1.2241	0.0000	0.0000
9	SUJATA SARAF / ALMPS8672F	800000	1.1852	0.0000	800000	1.1852	0.0000	0.0000
10	SMITI SOMANY / ALNPS7138R	790000	1.1704	0.0000	790000	1.1704	0.0000	0.0000
11	INDU DABRIWALA / ADEPD5990M	2048000	3.0341	0.0000	48000	0.0711	0.0000	-2.9630
12	PUSHPA BAGLA / ADRPB6361M	34180	0.0506	0.0000	34180	0.0506	0.0000	0.0000
	TOTAL	35896306	53.1797	0.0000	30642165	45.3958	0.0000	-7.7839

Directors' Report

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

Sl. No	Name of the 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	DABRI PROPERTIES AND TRADING COMPANY LIMITED/AAACD8673P				
	At the beginning of the year	2300000	3.4074	2300000	3.4074
	At the end of the year			2300000	3.4074
2	I G E (INDIA) PRIVATE LIMITED/AAACI2678B				
	At the beginning of the year	4143800	6.1390	4143800	6.1390
	As on 20/02/2015 - Sold	775000	1.1481	3368800	4.9908
	At the end of the year			3368800	4.9908
3	R. C. A. LIMITED/AABCR6015J				
	At the beginning of the year	2127520	3.1519	2127520	3.1519
	As on 20/02/2015 - Sold	1000000	1.4815	1127520	1.6704
	At the end of the year			1127520	1.6704
4	RAJENDRA KUMAR DABRIWALA AACHR7622B				
	At the beginning of the year	3030000	4.4889	3030000	4.4889
	As on 28/08/2014 - Purchased	4500	0.0067	3034500	4.4956
	As on 05/09/2014 - Purchased	7250	0.0107	3041750	4.5063
	As on 12/09/2014 - Purchased	8128	0.0120	3049878	4.5183
	As on 17/10/2014 - Purchased	881	0.0013	3050759	4.5196
	As on 24/10/2014 - Purchased	100	0.0001	3050859	4.5198
	At the end of the year			3050859	4.5198
5	INDU DABRIWALA/ADEPD5990M				
	At the beginning of the year	2048000	3.0341	2048000	3.0341
	As on 20/02/2015 - Sold	2000000	2.9630	48000	0.0711
	At the end of the year			48000	0.0711
6	PUSHPA BAGLA/ADRPB6361M				
	At the beginning of the year	34180	0.0506	34180	0.0506
	At the end of the year			34180	0.0506
7	YAMINI DABRIWALA/AEIPD7884D				
	At the beginning of the year	6409900	9.4961	6409900	9.4961
	At the end of the year			6409900	9.4961
8	SURBHIT DABRIWALA/AFNPD3718C				
	At the beginning of the year	7974000	11.8133	7974000	11.8133
	As on 27/02/2015 - Sold	1500000	2.2222	6474000	9.5911
	At the end of the year			6474000	9.5911
9	RAJENDRA KUMAR DABRIWALA/AFOPD3779E				
	At the beginning of the year	5412620	8.0187	5412620	8.0187
	At the end of the year			5412620	8.0187
10	RITU DALMIA/AGIPD3031A				
	At the beginning of the year	826286	1.2241	826286	1.2241
	At the end of the year			826286	1.2241
11	SUJATA SARAF/ALMPS8672F				
	At the beginning of the year	800000	1.1852	800000	1.1852
	At the end of the year			800000	1.1852

Directors' Report

Sl. No	Name of the 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
12	SMITI SOMANY/ALNPS7138R				
	At the beginning of the year	790000	1.1704	790000	1.1704
	At the end of the year			790000	1.1704

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	FAST CAPITAL MARKETS LIMITED/ AAACF3907A				
	At the beginning of the year	154198	0.2284	154198	0.2284
	As on 20/02/2015 - Purchased	3000000	4.4444	3154198	4.6729
	As on 27/02/2015 - Sold	3054972	4.5259	99226	0.1470
	At the end of the year			99226	0.1470
2	LOTUS GLOBAL INVESTMENTS LTD/ AAACL6080E				
	At the beginning of the year	4299400	6.3695	4299400	6.3695
	At the end of the year			4299400	6.3695
3	ELARA INDIA OPPORTUNITIES FUND LIMITED/AABCE6307N				
	At the beginning of the year	6500000	9.6296	6500000	9.6296
	At the end of the year			6500000	9.6296
4	INDIA MAX INVESTMENT FUND LIMITED/ AABCI5500R				
	At the beginning of the year	2403000	3.5600	2403000	3.5600
	At the end of the year			2403000	3.5600
5	KEDCO PROCESSORS PRIVATE LIMITED/ AABCK1124F				
	At the beginning of the year	332222	0.4922	332222	0.4922
	At the end of the year			332222	0.4922
6	ERISKA INVESTMENT FUND LTD/ AACCE7601G				
	At the beginning of the year	0	0.0000	0	0.0000
	As on 04/04/2014 - Purchased	6500000	9.6296	6500000	9.6296
	At the end of the year			6500000	9.6296
7	IPRO FUNDS LTD/AACCI0661A				
	At the beginning of the year	6500000	9.6296	6500000	9.6296
	As on 04/04/2014 - Sold	6500000	9.6296	0	0.0000
	At the end of the year			0	0.0000
8	CRESTA FUND LTD/AADCC2634A				
	At the beginning of the year	6500000	9.6296	6500000	9.6296
	At the end of the year			6500000	9.6296
9	AVANTI MOHTA/ACMPM6375N				
	At the beginning of the year	240000	0.3556	240000	0.3556
	At the end of the year			240000	0.3556

Directors' Report

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
10	MADHURI KELA/ADGPK4711M				
	At the beginning of the year	0	0.0000	0	0.0000
	As on 20/03/2015 - Purchased	980000	1.4519	980000	1.4519
	As on 27/03/2015 - Purchased	635000	0.9407	1615000	2.3926
	At the end of the year			1615000	2.3926
11	NAVIN KUMAR BHARTIA/ADTPB8802D				
	At the beginning of the year	0	0.0000	0	0.0000
	As on 06/03/2015 - Purchased	750000	1.1111	750000	1.1111
	At the end of the year			750000	1.1111
12	Surendra Kumar Bachhawat/AEEP8727P				
	At the beginning of the year	254878	0.3776	254878	0.3776
	As on 20/02/2015 - Sold	40000	0.0593	214878	0.3183
	As on 27/02/2015 - Sold	27043	0.0401	187835	0.2783
	As on 06/03/2015 - Sold	15615	0.0231	172220	0.2551
	As on 13/03/2015 - Sold	21110	0.0313	151110	0.2239
	At the end of the year			151110	0.2239
13	DEEPSHIKHA KHAITAN/AGCPK8668E				
	At the beginning of the year	750000	1.1111	750000	1.1111
	At the end of the year			750000	1.1111
14	MADHUSUDAN KELA/AHMPK8610P				
	At the beginning of the year	0	0.0000	0	0.0000
	As on 20/03/2015 - Purchased	980000	1.4519	980000	1.4519
	As on 27/03/2015 - Purchased	635000	0.9407	1615000	2.3926
	At the end of the year			1615000	2.3926
15	SHANTANU KEJRIWAL/AJRPK6478J				
	At the beginning of the year	70000	0.1037	70000	0.1037
	As on 06/03/2015 - Purchased	750000	1.1111	820000	1.2148
	At the end of the year			820000	1.2148

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	RAJENDRA KUMAR DABRIWALA				
	At the beginning of the year	5412620	8.0187	5412620	8.0187
	At the end of the year	5412620	8.0187	5412620	8.0187
2	JINESH SURYAKANT VANZARA				
	At the beginning of the year	0	0.0000	0	0.0000
	At the end of the year	0	0.0000	0	0.0000
3	SUNIT OM PRAKSH MEHRA				
	At the beginning of the year	0	0.0000	0	0.0000
	At the end of the year	0	0.0000	0	0.0000
4	LAKSHMIKANT TIBRAWALLA				
	At the beginning of the year	36000	0.0533	36000	0.0533
	At the end of the year	36000	0.0533	36000	0.0533

Directors' Report

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
5	MAHADEO PRASAD JHUNJHUNWALA				
	At the beginning of the year	200	0.0003	200	0.0003
	At the end of the year	200	0.0003	200	0.0003
6	KUNCHALA THIRUPAL REDDY				
	At the beginning of the year	0	0.0000	0	0.0000
	At the end of the year	0	0.0000	0	0.0000
7	ASHOK KUMAR GULGULIA				
	At the beginning of the year	3400	0.0050	3400	0.0050
	At the end of the year	3400	0.0050	3400	0.0050
8	COLIN WILLIAM BENJAMIN				
	At the beginning of the year	0	0.0000	0	0.0000
	At the end of the year	0	0.0000	0	0.0000
9	NANDINI KHAITAN				
	At the beginning of the year	0	0.0000	0	0.0000
	At the end of the year	0	0.0000	0	0.0000
10	ARPITA DAGA				
	At the beginning of the year	0	0.0000	0	0.0000
	At the end of the year	0	0.0000	0	0.0000

INDEBTEDNESS

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

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	472593721	74679340	0	547273061
ii) Interest due but not paid	240114	0	0	240114
iii) Interest accrued but not due	476552	0	0	476552
Total (i+ii+iii)	473310387	74679340	0	547989727
Change in Indebtedness during the financial year				
*Addition	0	58181863	0	36682698
*Reduction	-21499165	0	0	0
Net Change				
Indebtedness at the end of the financial year				
i) Principal Amount	451167118	132297140	0	583464258
ii) Interest due but not paid	484866	362693	0	847559
iii) Interest accrued but not due	159238	201370	0	360608
Total (i+ii+iii)	451811222	132861203	0	584672425

Directors' Report

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 Mr. Rajendra Kumar Dabriwala	Total Amount
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	5400000	5400000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	2779596	2779676
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	NIL	NIL
2	Stock Option	NIL	NIL
3	Sweat Equity	NIL	NIL
4	Commission - as % of profit - others, specify...	NIL	NIL
5	Others, please specify	NIL	NIL
	Total (A)	8179596	8179676
	Ceiling as per the Act	8400000	8400000

B Remuneration to other directors:

Sl. No.	Particulars of Remuneration	Name of Directors	Total Amount
1	Independent Directors		
	* Fee for attending board committee meetings	MR. M. P. JHUNJHUNWALA	77500
		MR. L .K. TIBRAWALLA	87500
		MR. J. S. VANZARA	42500
		MR. KUNCHALA THIRUPAL REDDY	50000
		MR. COLIN WILLIAM BENJAMIN	30000
	* Commission		NIL
	* Others, please specify		NIL
	Total (1)		287500
2	Other Non-Executive Directors		
	* Fee for attending board committee meetings	MS. NANDINI KHAITAN	20000
		MR. SUNIT MEHRA	40000
	* Commission		NIL
	* Others, please specify		NIL
	Total (2)		60000
	Total (B)=(1+2)		347500
	Total Managerial Remuneration		347500
	Overall Ceiling as per the Act		

Directors' Report

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			Total
		Company Secretary (Mohita Agrawal till Oct 2014)	Company Secretary (Arpita Daga from Feb 2015)	CFO (Ashok Kumar Gulgulia from August, 2014)	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	98900	38353	465534	602787
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	62684	4918	289795	357397
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NIL	NIL	NIL	NIL
2	Stock Option	NIL	NIL	NIL	NIL
3	Sweat Equity	NIL	NIL	NIL	NIL
4	Commission - as % of profit - others, specify	NIL	NIL	NIL	NIL
5	Others, please specify	-	-	-	-
	Total	161584	43271	755329	960184

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)
A. COMPANY					
Penalty			NIL		
Punishment					
Compounding					
B. DIRECTORS					
Penalty			NIL		
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty			NIL		
Punishment					
Compounding					

Management Discussion And Analysis Report

OVERVIEW

As per the requirement of the Listing Agreement as part of the Directors Report or in addition thereto a Management Discussion & Analysis Report forming part of the 42nd Annual Report to the Members is given below discussing the key issues. All statements that address expectations about the future, but not limited to the Company's strategy for growth, product development, market position, expenditures and financial results, are forward looking statements. Since these are based on some assumption and expectations of future events, Company cannot guarantee that these are accurate or will be realized.

INDUSTRY STRUCTURE AND DEVELOPMENTS

The Conveyor beltings form an integral part of material handling system. It serves as a chain right from the stage of conveying semi-finished goods till final rolling out of finished goods. International Conveyors Limited is engaged in the manufacture and marketing of solid woven fabric reinforced PVC impregnated and PVC covered fire retardant, anti static conveyor belting in India since 1978 with a rich and valuable experience of 37 years.

Apart from providing easy and uninterrupted logistics support for material handling system it reduce the cost and other head expense thereby enabling the user to stay in the market at most competitive rates. With more than three decades of experience in research and development and manufacture and marketing of conveyor belting for underground mining operations. The main thrust areas of our specialization are the conveyor Belts for heavy Industries, Coal Mining, Potash Mining, Grain and Material handling Industries and green energy from wind turbine generators located across four states.

OPPORTUNITIES AND THREATS

Subdued steel prices and a slowdown in demand growth from China continued to weigh on the global steel sector in the past years which is impacting demand for Coal and consequently PVC Belting. For long wall mining, our plan for the future is to get mines enlarged by merging mines or opening a new large mine where long wall mining is possible.

Outlook for thermal (steam) generating coal is to be expected with price projections revised downward due to supply growing faster than demand. There is however, one important factor which strengthens the case for underground mining. The use of explosives in opencast mining affects the vegetation, soil and wildlife around the mine. Environmentally, underground mining is much better than opencast because it doesn't immediately affect the natural habitat. The proportion of underground mining would go up a bit in the sense of our understanding of new technology and opening of larger mines where new technology could be deployed.

We at International Conveyors Limited believes demand or competitive pricing as temporary and macro industry in which we operate has high demand and growth potential. Lower pricing is temporary phase as no quality manufacturer can sustain at non-remunerative prices for long.

SEGMENT-WISE AND PRODUCT-WISE PERFORMANCE

The segment-wise and product-wise performances of the Company are given in the notes to accounts for the year ended March 31, 2015.

Management Discussion and Analysis Report

OUTLOOK

India has set itself an ambitious target of increasing coal production from 565.77 million tonnes in 2013-14 to 1.5 billion tonnes by 2019-20 to reduce dependence on imports which is positive prospects for India's underground mining Conveyor Belt Business.

ICL has the ability to make conveyors up to 2500 kn/m in strength and belt widths up to 1800mm. This is the widest solid woven product range available from any one company and with a manufacturing capacity in excess of 1 million meters per annum.

The share of underground coal mining in India has slumped from 16.3% to 8.8% in the last decade. The primary reason is the rise in production from opencast mines, which is increasing at a greater rate than underground mines. Due to environmental concerns Government of India's major thrust is on underground mining and because of same the market for Conveyor Belt is expected to increase at the rate of 5-10% per annum including the replacement market. Accordingly, the market potential for Conveyor Belts estimated to increase.

The growth in production in the coal from underground mining industry in India, which is a major end-user of Conveyor Belts, is expected to drive higher demand for Conveyor Belts during the period 2015-2020.

RISKS AND CONCERNS

Risk Management is an important aspect in today's business environment. The aim of Risk Management is to identify, monitor and take mitigation measures in respect of the events that may pose risks for these businesses. The Company's Risk Management is embedded in the business process. Your Company has identified the following risks:

- Risks of non-availability and price fluctuation on raw material as well as energy.
- Attrition and non-availability of the required talent resources can affect the performance of the Company.
- The increase in competition can create pressure on margins, market share etc.
- Any increase in operating cost, interest rate may adversely affect the finance cost and profitability.
- The changes in various economic parameters including growth, inflation and interest rate.
- Global concerns about environment may put restrictions on coal production thereby reducing demand for PVC conveyor belting.
- Continued low crude prices may affect the demand for coal which may act negatively for PVC belting market.
- Low Coal prices may not motivate coal producer to produce more coal thereby restricting growth in demand for PVC belting.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

Given the nature of business and size of operations, your Company's Internal Control system has been designed to provide for:

- Accurate recording of transactions with internal checks and prompt reporting.
- Adherence to applicable Accounting Standards and policies.
- Compliance with applicable statutes, policies and management policies and procedures,
- Effective use of resources and safeguarding of assets.

The Internal Control System provides for well documented policies/guidelines, authorizations and approval procedures. The Audit Committee of the Board of Directors actively reviews the adequacy and effectiveness of internal control systems and suggests improvement for strengthening them as appropriate. The observations arising out of the audit are periodically reviewed and compliance ensured. The summary of the Internal Audit observations and status of implementations are submitted to the Audit Committee and is reviewed by it on a regular basis and concerns, if any, are reported to the board.

ENVIRONMENT, HEALTH AND SAFETY

Your Company maintains the highest standards of Occupational Health, Safety, Security and Environment (HSSE) and complies with all applicable laws of the land. The HSSE performance has been integral to your Company's business performance and your Company continues to focus on the goal: 'No Accidents, No Harm to People and No Damage to the Environment.' Your Company also implements ISO 9001:2008 (Quality Management System Standard). Your Company has taken many initiatives towards environment conservation viz. use of LED lighting and free air-conditioning units, minimization of water consumption, effluents

Management Discussion and Analysis Report

generation amongst others. The Company is committed to provide a safe workplace to its employees and contractors, and safety to the community where it operates.

FINANCIAL PERFORMANCE

During the year 2014-2015 the Company recorded net sales of ₹ 9,739.47 lacs as compared to net sales of ₹13,498.81 lacs in 2013-2014. The Company derived 33.12% of its sales from within India and balance 66.88% of its sales derived from Exports. Profit before tax were at ₹ 619.85 lacs and Profit after tax were at ₹ 427.60 lacs for the year ended March 31, 2015 as compared to ₹ 1263.96 lacs and ₹ 837.20 lacs for the financial year ended March 31, 2014 respectively. The total cost of materials has decreased from ₹ 6919.51 lacs in 2013-2014 to ₹ 5513.91 lacs in 2014-2015.

MATERIAL DEVELOPMENTS IN HUMAN RESOURCES/INDUSTRIAL RELATIONS FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED

Intellectual capital is the biggest asset of our Company. It has large, efficient and dedicated staff strength, comprising professionals from diverse backgrounds like experts in company law & secretarial field, engineering, finance, management, businesses supervisors, operators and sub staff. In addition to the above, a highly competent, skilled and semi-skilled work force is also engaged at workplace.

The Company continued the welfare activities for the employees, which include Medical Care, Group Insurance etc. To enrich the skills of employees and enrich their experience, the Company arranges Practical Training Courses by Internal and External Faculty.

Employer – employee relations continued to remain cordial during the year. Training and development of employees continued to be an area of prime importance. The devotion and commitment of our employees has enabled the Company to fulfill its targets and deadlines in time. The total number of people employed in the Company as on March 31, 2015 was 111.

CAUTIONARY STATEMENT

Statements in the Management Discussion & Analysis describing the Company's focal objectives, expectations or anticipations may be forward looking within the meaning of applicable securities, laws and regulations. Actual results may differ materially from the expectations. Important factors that could influence the Company's operations include global and domestic demand and supply conditions affecting selling prices of products, inputs availability and prices, changes in Government regulations/tax laws, economic developments within the country and factors such as litigation and industrial relations.

For and on behalf of the Board of Directors

Place : Kolkata
Date : May 30, 2015

R. K. Dabriwala
Managing Director

M. P. Jhunjunwala
Director

Corporate Governance Report

(Pursuant to Clause 49 of Listing Agreement entered into with the Stock Exchanges)

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company's philosophy on Corporate Governance is aimed at assisting the management of the Company in the efficient conduct of its business and in meeting its obligations to stakeholders, and is guided by a strong emphasis on transparency, accountability and integrity. The demands of Corporate Governance become crucial to foster and sustain a culture that integrates all components of good governance by carefully balancing the complex inter-relationship among the Board of Directors, Committee's, Finance and Compliance teams, Auditors and the Senior Management.

The Company follows best practices of corporate governance which meets all the relevant legal and regulatory requirements. All Directors and employees are bound by Code of Conduct that sets out the fundamental standards to be followed in all actions carried out on behalf of the Company.

DISCLOSURES AND TRANSPARENCY

The Company ensures timely and accurate disclosure on all material matters including the financial situation, performance, ownership and governance of the Company.

Some aspects of Corporate Governance related to the year 2014-2015 are appended below:

(A) BOARD OF DIRECTORS:

(i) Composition

The Board of Directors comprises of 8 (Eight) Directors that includes one Woman Director. All the Directors of the Company, except the Managing Director are Non-Executive Directors. The Company did not have any pecuniary relationship or transactions with the Non-Executive Directors during the period under review. During the year, none of the Directors of the Company was a member of more than 10 Committees or Chairman of more than 5 Committees in companies in which he/she was a Director. Company's Directors promptly notify any change(s) in the committee positions as and when they take place.

The composition of the Board of Directors with their shareholdings as on 31st March, 2015 and their attendance at the Board Meetings held during the year and also at the last Annual General Meeting along with the number of other Directorship and Committee Membership, as required under Clause 49 of the Listing Agreement are given below. Other directorships/committee positions do not include directorships of private limited companies, Section 8 companies and of companies incorporated outside India.

Corporate Governance Report

Sl. No.	Name of Directors	Category	No. of Board Meetings attended during the year	Attendance at last AGM	No. of Other Directorship	No. of committee positions held in other Companies	
						Member	Chairman
1	Mr. R. K. Dabriwala	Executive Director	5	Yes	2	-	-
2	Mr. M. P. Jhunjhunwala	Non-Executive Independent Director	4	Yes	-	-	-
3	Mr. L. K. Tibrawalla	Non-Executive Independent Director	5	Yes	5	-	-
4	*Ms. Nandini Khaitan	Non-Executive Director	2	Yes	9	-	-
5	Mr. J. S. Vanzara	Non-Executive Independent Director	3	Yes	-	-	-
6	Mr. K.T. Reddy	Non-Executive Independent Director	3	Yes	-	-	-
7	Mr. S. Mehra	Non-Executive Director	2	Yes	-	-	-
8	**Mr. Colin William Benjamin	Non-Executive Independent Director	1	NA	-	-	-

* Inducted w.e.f. 26.09.2014

** Inducted w.e.f. 12.02.2015

The number of Directorships and the positions held on Board Committees by the Directors are in conformity with the limits on the number of Directorships and Board Committee positions as laid down in the Companies Act, 2013 and the Listing Agreement as on 31st March, 2015.

(ii) Meetings of the Board of Directors

Five board meetings were held during the year and the gap between two meetings did not exceed one hundred twenty days. The dates on which the meetings of the board took place during the period between 01.04.2014 to 31.03.2015 are as follows:

Date of Meeting	Place of Meeting
30.05.2014	10, Middleton Row, Kolkata – 700 071
08.08.2014	10, Middleton Row, Kolkata – 700 071
14.11.2014	10, Middleton Row, Kolkata – 700 071
22.12.2014	10, Middleton Row, Kolkata – 700 071
12.02.2015	E-39, MIDC Industrial Area, Chikalthana, Aurangabad- 431 006, Maharashtra

The Agenda for every meeting is prepared and the same is circulated in advance to every Director. The Board meets at least once in every quarter to review the quarterly results and other items on the Agenda. The details as required in Annexure X to Clause 49 of the Listing Agreement are made available periodically to the Board. Details of Directors seeking re-appointment in the 42nd Annual General Meeting are being circulated with the Notice convening the Annual General Meeting. The Board periodically reviews the compliance reports of various laws applicable to the Company and takes steps to rectify instances of non-compliance, if any. Copies of Minutes of the Board Meetings are circulated among the members of the Board for their comments, if any.

INDEPENDENT DIRECTORS

Company appointed Independent Directors having expertise/experience in their respective field/profession. None of the Independent Directors are Promoters or related to Promoters. They do not have pecuniary relationship with the Company and further do not hold two percent or more of the total voting power of the Company.

Every Independent Director, at the first meeting of the Board in which he/she participates as a Director and thereafter at the first meeting of the Board in every financial year, gives a declaration that he/she meets the criteria of independence as required under

Corporate Governance Report

Section 149(7) of the Companies Act, 2013.

All Independent Directors maintain their limits of directorships as required under Clause 49 of the Listing Agreement. The maximum tenure of the independent directors is in compliance with the Companies Act, 2013. The Company had issued a formal letter of appointment to all Independent Directors and the terms and conditions of their appointment have been disclosed in the website of the Company.

PERFORMANCE EVALUATION OF DIRECTORS

The Nomination and Remuneration Committee of the Board laid down the criteria for performance evaluation of all Directors. The performance evaluation has been done by the entire Board of Directors, except the Director concerned being evaluated. The criteria for performance evaluation are as follows:

Role & Accountability

- Understanding the nature and role of Independent Directors' position.
- Understanding of risks associated with the business.
- Application of knowledge for rendering advice to management for resolution of business issues.
- Offer constructive challenge to management strategies and proposals.
- Active engagement with the management and attentiveness to progress of decisions taken.

Objectivity

- Non-partisan appraisal of issues.
- Own recommendations given professionally without tending to majority or popular views.

Leadership & Initiative

- Heading Board Sub-committees.
- Driving any function or identified initiative based on domain knowledge and experience.

Personal Attributes

- Commitment to role & fiduciary responsibilities as a Board member.
- Attendance and active participation.
- Proactive, strategic and lateral thinking.

MEETING OF INDEPENDENT DIRECTORS

During the year, a meeting of Independent Directors was held on 14th November, 2014 to review the performance of the Board as a whole on parameters of effectiveness and to assess the quality, quantity and timeliness of flow of information between the management and the Board. Mr. M.P Jhunjhunwala, Chairman of the Meeting, in the presence of all other directors, presented the views of the Independent Directors on matters relating to Board processes and the overall affairs of the Company.

FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

The familiarization of the Independent Directors is done by the Managing Director/Executive Director/Senior Management Personnel who conducts presentations/ programmes to familiarize the Independent Directors with the operations and functioning of the Company.

The details of familiarisation programme have been posted in the website of the Company under the web link <http://www.iclbelting.com/resources/reports/gnrl/Familiarisation%20Programme%20for%20Independent%20Director.pdf>.

(B) COMMITTEES OF THE BOARD OF DIRECTORS

The Board's Committees include Audit Committee, Stakeholder Relationship Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Committee.

(i) AUDIT COMMITTEE

The broad terms and references of Audit Committee are to oversee the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible and to review the remuneration of Internal Auditors and Statutory Auditors.

Corporate Governance Report

Composition and Meetings

The Committee comprises of:

Name of Member	Category	Number of meetings during the financial year 2014-2015	
		Held	Attended
*Mr. J. S. Vanzara	Non-Executive Independent Director	4	3
Mr. L. K. Tibrawalla	Non-Executive Independent Director	4	4
Mr. M. P. Jhunjhunwala	Non-Executive Independent Director	4	3

*Mr. J.S. Vanzara is the Chairman of the Committee.

The Company Secretary acts as the Secretary to the Committee. The Statutory Auditor, the Internal Auditor, the Cost Auditor, President, General Manager-Works, Chief Financial Officer, Company Secretary, Senior Manager-Accounts & Finance, of the Company are invitees at the Meetings of the Committee. During the year under review, the Committee met on 30.05.2014, 08.08.2014, 14.11.2014 and 12.02.2015 and the gap between two meetings did not exceed four months. Each member had attended all Committee Meetings held at the above mentioned dates except Mr. M. P. Jhunjhunwala who was not present in one Meeting held on 08.08.2014 and Mr. J. S. Vanzara who was not present in 1 Meeting held on 12.02.2015.

The audit committee of the Company is constituted in line with the provisions of Clause 49 of the Listing Agreements entered into with the stock exchanges read with Section 177 of the Act.

The terms and reference of the audit committee are broadly as under:

1. Overseeing of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees and confirm their independence.
3. Approval of payment to statutory auditors for any other services rendered, if authorized by the Board.
4. Reviewing, with the management, the annual financial statements before submission to the board.
5. Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems.
6. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

(ii) NOMINATION AND REMUNERATION COMMITTEE

In accordance with Section 178(1) of the provisions of the Companies Act, 2013, the Board of Directors decided to rename "Remuneration Committee" to "Nomination and Remuneration Committee", in their Meeting held on 30th May, 2014.

Terms of Reference of the Committee

1. Formulation of criteria for determining qualifications, positive attributes and independence of a Director
2. Recommending to the Board policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management and Executive Directors remuneration and incentive
3. Devising a policy on Board diversity
4. Recommending to the Board appointment and removal of Director and Senior Management Personnel.

Composition and Meetings

The Committee comprises of:

Name of Member	Category	Number of meetings during the financial year 2014-2015	
		Held	Attended
Mr. J. S. Vanzara	Non-Executive Independent Director	2	1
Mr. L. K. Tibrawalla	Non-Executive Independent Director	2	2
*Mr. M. P. Jhunjhunwala	Non-Executive Independent Director	2	2

*Mr. M. P. Jhunjhunwala is the Chairman of the Committee.

Corporate Governance Report

During the year under review the Committee met on 30.05.2014 and 12.02.2015. Each member had attended all Committee meeting held at the above mentioned dates except Mr. J. S. Vanzara who was not present in one meeting held on 12.02.2015.

Remuneration policy

The remuneration payable to the Executive Directors is determined by the Board on the recommendation of the Nomination and Remuneration Committee. This is subject to the approval of the shareholders at the Annual General Meeting. The Non-Executive Directors do not draw any remuneration from the Company except sitting fees for attending the meeting of the Board and the Committee.

Details of Directors' Remuneration for the year ended 31st March, 2015

(Amount in ₹)

Sl. No.	Name	Salary	Perquisites and Allowances	Sitting Fees	Total
i)	Executive Director :				
	Mr. R. K. Dabriwala Managing Director	54,00,000	27,79,596	-	8,179,596
ii)	Non-Executive Directors :				
	Mr. M.P. Jhunjhunwala	-	-	77,500	
	Mr. L. K. Tibrawalla	-	-	87,500	
	Mr. J.S. Vanzara	-	-	42,500	
	Mr. K.T. Reddy	-	-	50,000	
	Mr. S. Mehra	-	-	40,000	
	Ms. Nandini Khaitan	-	-	20,000	
	Mr. Colin William Benjamin	-	-	30,000	3,47,500

(iii) STAKEHOLDER'S RELATIONSHIP COMMITTEE

The Stakeholder's Relationship Committee has been constituted pursuant to section 178 of the Companies Act 2013 and as per the requirements under clause 49 of the Listing Agreement to look into all types of grievances from shareholders and redress them expeditiously.

The Board of Directors in order to align with the Companies Act, 2013, decided to rename "Shareholder Committee" to "Stakeholder's Relationship Committee", in their meeting held on 30th May, 2014.

The Committee looks into redressal of shareholder's complaints like transfer and transmissions of shares, issue of duplicate shares certificate, demat and remat of shares, redressal of shareholders/investors grievances.

Composition and Meetings

The Committee comprises of:

Name of Member	Category	Number of meetings during the financial year 2014-2015	
		Held	Attended
Mr. R. K. Dabriwala	Managing Director	1	1
*Mr. L.K. Tibrawalla	Non-Executive Independent Director	1	1
Mr. M. P. Jhunjhunwala	Non-Executive Independent Director	1	1

*Mr. L. K. Tibrawalla is the Chairman of the Committee.

Mrs. Arpita Daga, Company Secretary acted as the Compliance officer of the Committee. During the year under review, the Committee met on 30.05.2014.

During the year, no investor complaints pending unresolved at the end of the financial year 2014-15.

Corporate Governance Report

(iv) CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Corporate Social Responsibility Committee was constituted by the Board considering requirements of the Companies Act, 2013. The Board also empowered the Committee to look into matters related to sustainability and overall governance. The Committee's prime responsibility is to assist the Board in discharging its social responsibilities by way of formulating and monitoring implementation of the framework of 'Corporate Social Responsibility Policy', observe practices of Corporate Governance at all levels, and to suggest remedial measures wherever necessary. The CSR policy was reviewed by the Board at its meeting dated November 14, 2014.

Composition and Meetings

The Committee comprises of:

Name of Member	Category	Number of meetings during the financial year 2014-2015	
		Held	Attended
*Mr. R. K. Dabriwala	Managing Director	1	1
Mr. M. P. Jhunjunwala	Non-Executive Independent Director	1	1
Mr. L.K. Tibrawalla	Non-Executive Independent Director	1	1

*Mr. R. K. Dabriwala is the Chairman of the Committee.

(C) GENERAL BODY MEETINGS:

(i) The last three Annual General Meetings of the Company were held as under

Financial year	Date	Time	Location	No. of Special Resolution(s) Passed
2013-2014	26.09.2014	2.00 PM	Falta SEZ, Sector-III, Near Pump House No. 3, Village and Mouza-Akalmegh, Dist. 24 Parganas (S), West Bengal-743504	1
2012-2013	04.09.2013	2.00 PM	10, Middleton Row, Kolkata - 700 071	1
2011-2012	25.07.2012	3.30 PM	10, Middleton Row, Kolkata - 700 071	1

(ii) No Extra-Ordinary General Meeting was held during the financial year 2014-15.

(iii) Postal Ballot

During the financial year ended March 31, 2015, Special Resolutions for Increase in limit of borrowing under Section 180 (1)(c) of the Companies Act, 2013, Creation of charges on the movable and immovable properties of the Company, both present and future, under Section 180(1)(a) of the Companies Act, 2013 in connection with the borrowings of the Company and Authorization for Loans and Investments by the Company under Section 186 of the Companies Act, 2013, were passed through Postal Ballot under provisions of Section 108 of the Companies Act, 2013 and the Companies (Passing of the resolution by Postal Ballot) Rules 2011. Ms. Khushboo Gulgulia, Practising Chartered Accountants, was appointed as the Scrutinizer to conduct the said Postal Ballot process.

The Postal Ballot Notice and accompanying documents were dispatched to shareholders under certificate of posting. A calendar of events was submitted to the Registrar of Companies, West Bengal.

After scrutinizing all the ballot forms received, the Scrutinizer reported that shareholders representing 99.99% of the total votes casted voted in favour of the resolutions, based on which the result was declared and the resolution was carried by the requisite majority.

(D) DISCLOSURES

(i) Disclosure by Key Managerial Persons about Related Party Transactions

During the year, the company had not entered into any transaction of material nature, with its promoters, Directors and the management, their relatives or subsidiaries etc., which were in conflict with the interest of the Company. The Details of related party transactions are given in the Notes to Accounts (Note) of the Annual Report which have been reviewed / approved by the Audit Committee.

Corporate Governance Report

The policy on Related Party Transaction is available on the website of the Company at <http://www.iclbelting.com/resources/reports/gnrl/Related%20Party%20Policy.pdf>.

(ii) Disclosure of Accounting Treatment

The applicable accounting standards as issued by the Institute of Chartered Accountants of India and notified by the Central Government under the Companies Act, 2013 have been followed in preparation of the financial statements of the Company.

(iii) Board Disclosures – Risk Management

During the year ended 31st March 2015, the Company continues to follow the established risk assessment / minimization procedure. The procedures for risk assessment and minimization are being updated/formalized at regular intervals.

(iv) Matters related to Capital Market

The Company has complied with all the requirements of the Listing Agreement of the Stock Exchanges as well as regulations and guidelines of SEBI. No penalties/ strictures have been imposed on the Company by SEBI, Stock Exchanges or any other Statutory Authority on any matter relating to capital markets during the last three years.

(v) Management Discussion and Analysis Report

The Management Discussion and Analysis Report is attached and forms part of the Directors' Report.

(vi) Code of Conduct

Company has adopted a Code of Conduct for members of the Board (incorporating duties of Independent Directors) and the Senior Management. The Code aims at ensuring consistent standards of conduct and ethical business practices across the Company. Company has received confirmations from all concerned regarding their adherence to the said Code. Pursuant to Clause 49(II)(E) of the Listing Agreement, the Managing Director of the Company confirmed compliance with the Code by all members of the Board and the Senior Management. The full text of the Code has been disclosed on the Company's website under the <http://www.iclbelting.com/resources/reports/gnrl/Code%20of%20Conduct%20for%20Directors.pdf>.

(vii) Code of Conduct for prohibition of insider trading

Company has adopted a Code of Conduct as per Securities and Exchange Board of India (SEBI) (Prohibition of Insider Trading) Regulations, 1992. All Directors, Designated Employees who could have access to the Unpublished Price Sensitive Information of the Company are governed by the Code. During the year under review, there has been due compliance with SEBI (Prohibition of Insider Trading) Regulations, 1992.

(viii) Whistle Blower Policy/Vigil Mechanism

Company has established a Vigil Mechanism/ Whistle Blower Policy to enable stakeholders (including Directors and employees) to report unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct. The Policy provides adequate safeguards against victimization of Director(s)/ employee(s) and direct access to the Chairman of the Audit Committee in exceptional cases. The Protected Disclosures, if any, reported under this Policy will be appropriately and expeditiously investigated.

Company hereby affirms that no Director/ employee have been denied access to the Chairman of the Audit Committee and that no complaints were received during the year.

The Whistle Blower Policy has been disclosed on the Company's website under the <http://www.iclbelting.com/resources/reports/gnrl/Vigil%20Mechanism.pdf> and circulated to all the Directors/ employees.

(ix) Status of Non-Mandatory Requirements

Non-mandatory requirements on Corporate Governance as prescribed in Annexure XIII to the clause 49 of the listing agreement will be implemented by the Company when required and/or deemed necessary by the Board.

(x) CEO/CFO Certification

The CEO of the Company has given a certificate to the Board of Directors as per Clause 49(V) of the Listing Agreement for the year ended 31st March 2015.

Corporate Governance Report

(xi) Subsidiary companies

The Company has 4 (four) wholly owned subsidiaries. The audit committee reviews the consolidated financial statements of the Company and the investments made by its unlisted subsidiary companies. The minutes of the board meetings along with a report on significant developments of the unlisted subsidiary companies are periodically placed before the board of directors of the Company.

The Company does not have any material, non listed Indian subsidiary company.

The Company has a policy for determining 'material subsidiaries' which is disclosed on its website at the following link- <http://www.iclbelting.com/resources/reports/gnrl/Material%20Subsidiaries.pdf>

(xii) Means of Communication

The Company's quarterly/yearly financial results are published in widely circulated national and local dailies like Business Standard and Kaalantar (Regional). The Company's results and official news releases were displayed on the Company's website www.iclbelting.com

(E) GENERAL SHAREHOLDERS' INFORMATION:

(i)	Annual General Meeting	
	42nd Annual General Meeting	
	Date	Friday, 26h September, 2015
	Time	2:00 P.M.
	Venue	Falta SEZ, Sector-II, Near Pump House No. 3, Village and Mouza - Akalmegh, Dist. 24 Parganas (s), West Bengal-743504
(ii)	Financial Calendar Year	April 1, 2015 to March 31, 2016
(iii)	For Adoption of Quarterly Results	Expected Date
	- Quarter ending 30th June, 2015	2nd Week of August, 2015
	- Quarter ending 30th September, 2015	2nd Week of November, 2015
	- Quarter ending 31st December, 2015	2nd Week of February, 2016
	- Year and quarter ending 31st March, 2016	Last week of May, 2016
(iv)	Book Closure	22nd September, 2015 to 26th September, 2015 (both days inclusive)
(v)	Expected Dividend Payment Date	1st October, 2015
(vi)	Listing on Stock Exchange	The Company's shares are listed at :
		(i) The Calcutta Stock Exchange Ltd. 7, Lyons Range, Kolkata - 700 001
		(ii) BSE Ltd. Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400001
		Listing fees for the year 2015 -2016 have been paid to all the aforesaid Stock Exchanges.
(vii)	Stock Codes	10019039 (CSE) 509709 (BSE)

Corporate Governance Report

(viii) Stock Market Price Data for the year 2014-2015

Month	BSE			SENSEX (BSE)	
	High (₹)	Low (₹)	Volume (BSE)	High	Low
April 2014	16.20	10.40	6568766	22939.31	22197.51
May 2014	17.40	11.80	169745	25375.63	22277.04
June 2014	19.00	14.60	298671	25725.12	24270.20
July 2014	25.10	16.65	325973	26300.17	24892.00
August 2014	18.55	15.05	85134	26674.38	25232.82
September 2014	21.95	15.90	137354	27354.99	26220.49
October 2014	21.25	13.65	124024	27894.32	25910.77
November 2014	21.00	17.50	112969	28822.37	27739.56
December 2014	30.90	19.00	448625	28809.64	26469.42
January 2015	27.85	26.05	202864	29844.16	26776.12
February 2015	35.90	25.00	5851024	29560.32	28044.49
March 2015	30.75	18.20	3878402	30024.74	27248.45

(ix) Registrar and Share Transfer Agents:

The Company has engaged Maheshwari Datamatics Pvt. Ltd., 6, Mangoe Lane, Kolkata – 700001 (MDPL), a SEBI registered Share Transfer Agent for processing transfer, sub-division, consolidation, splitting of securities, etc. Since the trading of Company's shares can be done in the dematerialized form, requests for dematerialization of shares should be sent directly to MDPL who after processing, give confirmation to the respective depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Ltd. (CDSL).

(x) Unclaimed Dividend/ Shares:

Pursuant to Sections 123 of the Companies Act, 2013, the Company is required to transfer the amount of dividend remained unclaimed for a period of seven years from the date of transfer to the Investor Education and Protection Fund (IEPF).

Accordingly detailed information in respect of the relevant financial years is provided for the benefit of the Company's Investors.

Financial Year	Type	Date of Declaration	Dividend Paid	Unclaimed Dividend as on 31.03.2015		Due date for transfer to IEPF
				(₹)	%	
2007-2008	Final	22.09.2007	48,00,000	41249.79	0.859	21.10.2015
2008-2009	Final	17.09.2007	48,65,918	28588.00	0.588	16.10.2016
2009-2010	Interim	21.10.2009	33,75,000	17514.00	0.519	19.11.2016
2009-2010	Final	27.09.2010	1,01,25,000	55588.20	0.549	26.10.2017
2010-2011	Final	28.09.2011	1,01,25,000	69350.55	0.685	27.10.2018
2011-2012	Final	25.07.2012	1,68,75,000	103303.25	0.612	23.08.2019
2012-2013	Final	04.09.2013	1,68,75,000	114436.00	0.678	03.10.2020
2013-2014	Final	26.09.2014	1,68,75,000	53673.00	0.318	25.10.2021

(xi) Share Transfer System

Share transfers are registered and the certificates are returned within a period of 15 days from the date of lodgement if the documents are complete in all respects. As per directives issued by the SEBI, it is compulsory to trade in the Company's equity shares in dematerialized form. The Company offers the facility of transfer cum dematerialization to its shareholders.

Corporate Governance Report

(xii) Distribution of Shareholding as on 31st March, 2015

No. of Shares	No. of Shareholders	No. of Shares held	% of holding to total Shares
1-500	1248	215427	0.3192
501-1000	219	193787	0.2871
1001-2000	144	241058	0.3571
2001-3000	49	125436	0.1858
3001-4000	34	122972	0.1822
4001-5000	27	130006	0.1926
5001-10000	44	326705	0.484
10001 and above	108	66144609	97.992
Total	1873	67500000	100.00

(xiii) Pattern of Shareholding as on 31st March, 2015

Sl. No.	Category	No. of Shareholders	Total No. of Shares	Percentage of Shareholdings
1	Promoters Group			
	Individuals / HUF (Indian)	7	10961945	16.2399
	Individuals (NRI / Foreign Individuals)	2	12883900	19.0873
	Bodies Corporate (Indian)	4	6796320	10.0686
	Total shareholding of promoter and promoter group	13	30642165	45.3958
2	Non-Promoter Group			
	Indian – Bodies Corporate	84	1433117	2.1231
	Indian – Individual holding nominal share capital up to ₹ 1 Lakh	1729	2931898	4.3436
	Indian – Individual holding nominal share capital in excess of ₹ 1 Lakh	9	6241566	9.2468
	Foreign Institutional Investors	5	26202400	38.8184
	Non-Resident Individuals	25	46590	0.0690
	Clearing Member	8	2264	0.0034
	Total Public Shareholding	1860	36857835	54.6042

(xiv) Dematerialisation of Shares

99.585% of the Company's total shares representing 67220120 shares were held in dematerialized form as on 31st March, 2015 and the balance 0.415% representing 279880 shares were in physical form.

(xv) Demat ISIN Number in NSDL & CDSL

INE575C01027

(xvi) Number of Employees

Location wise break-up of the number of employees of the Company as on 31st March, 2015 :

Location	No. of employees
1) Corporate Office	14
2) Aurangabad Works	88
3) Falta Works and Registered Office	9
Total	111

Corporate Governance Report

(xvii) Factory Locations

- (a) M.I.D.C. Area, Chikalthana, Auragabad – 431 006, Maharashtra (India).
- (b) Falta SEZ, Sector-II, Near Pump House No. 3, Village and Mouza - Akalmegh, Dist. : 24 Parganas(S), West Bengal-743504.

(xviii) Shareholders' Correspondence

For transfer/dematerialization of shares and any other query relating to the shares of the Company, please contact :

Maheshwari Datamatics Private Limited

(Registrar and Share Transfer Agent of our Company)

6, Mangoe Lane, Kolkata – 700001

Tele Nos. 033 2243 5809 / 5029

E-mail : mdpldc@yahoo.com

(xix) Reconciliation of Share Capital and Audit Report

As stipulated by SEBI, a qualified Practicing Company Secretary carried out the reconciliation of share capital and prepares her Audit Report to reconcile the total admitted share capital with National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and the total issued and listed capital on quarterly basis. The report thereon is submitted to the Stock Exchanges where the Company's shares are listed. The audit confirms that the total issued / paid-up capital is in agreement with total number of shares in physical forms and total number of dematerialized shares held with NSDL and CDSL.

(xx) Service of documents through electronic mode

As a part of Green Initiative, the members who wish to receive the notice/documents through e-mail, may kindly intimate their e-mail address to the Company's Registrar and Share Transfer Agent, M/s. Maheshwari Datamatics Pvt. Ltd., 6, Mangoe Lane, Kolkata-700001.

(xxi) Outstanding GDR/ADR Warrants or Convertible Bonds

The Company has not issued any of the securities mentioned above.

For any query on Annual Report etc. please contact :

International Conveyors Limited

10, Middleton Row, Kolkata - 700 071

Telephone : 033- 2229 6033

Fax : 033-2217 2269

Designated e-mail ID for Investor Services: investors@iclbeltng.com

Website : www.iclbeltng.com

For and on behalf of the Board of Directors

Place : Kolkata
Date : May 30, 2015

R. K. Dabriwala
Managing Director

M. P. Jhunjhunwala
Director

Corporate Governance Report

DECLARATION BY THE MANAGING DIRECTOR ON THE CODE OF CONDUCT

A Code of Conduct for the Directors and Senior Management Personnel has already been approved by the Board of Directors of the Company. As stipulated under the provisions of sub-clause I (D) (ii) of Clause 49 of the Listing Agreement with stock exchanges, all the Directors and the designated personnel in the Senior Management of the Company have affirmed compliance with the said code for the financial year ended March 31, 2015.

Place : Kolkata
Date : May 30, 2015

For and on behalf of the Board of Directors
R. K. Dabriwala
Managing Director

AUDITORS CERTIFICATE ON COMPLIANCE OF CORPORATE GOVERNENCE

**To the Members of
International Conveyors Limited**

We have examined the compliance of conditions of Corporate Governance by International Conveyors Limited for the year ended March 31, 2015 as stipulated in clause 49 of the Listing Agreement entered into by Company with the stock exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that Company has complied in all material respects with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement. The Company has established risk assessment / minimization and internal control procedures which are being updated / formalised.

We state that such compliance is neither an assurance as to the future viability of the Company nor efficiency or effectiveness with which the management has conducted the affairs of the Company.

For LODHA & CO.
Chartered Accountants
Firm's ICAI registration No. 301051E

Place : Kolkata
Date : May 30, 2015

H. K. Verma
Partner
Membership No. 055104

Corporate Governance Report

CEO/CFO Certification

To the Members of International Conveyors Limited

We, Rajendra Kumar Dabriwala, Managing Director and Ashok Kumar Gulgulia, Chief Financial Officer, hereby certify to the Board that :

- a) We have reviewed the financial statements and the cash flow statement for the year ended 31st March, 2015 and that to the best of our knowledge and belief:
 - i. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. These statements together present a true and fair view of the Company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
- b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year ended 31st March, 2015 which are fraudulent, illegal or violative of the Company's code of conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d) We have indicated to the auditors and the Audit Committee that:
 - i. There have been no significant changes in internal control over financial reporting during the year;
 - ii. There have been no significant changes in accounting policies during the period;
 - iii. There have been no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For **International Conveyors Ltd.**

Rajendra Kumar Dabriwala
Managing Director

Ashok Kumar Gulgulia
Chief Financial Officer

Place : Kolkata
Date : May 30, 2015

Directors' Report

ANNUAL REPORT ON CSR ACTIVITIES

(For the Financial Year 2014-15)

During the year, Company constituted a Corporate Social Responsibility Committee (CSR) pursuant to provisions of Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014 are provided herein below:

1) A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and project or programs.	The CSR Committee evolved a policy to spend the amount towards the activities mentioned in Clause i & ii of Schedule VII of the Companies Act, 2013.
Web link- http://www.iclbelting.com/resources/reports/cgr/CorporateSocialResponsibilityPolicy.pdf	
2) The Composition of CSR Committee	Mr. R. K. Dabriwala - Chairman Mr. M. P. Jhunjhunwala - Member Mr. L.K. Tibrawalla - Member
3) Average net profit of the Company for last three financial years.	Average net profit of ₹ 1385.55 Lacs.
4) Prescribed CSR Expenditure (two percent of the amount as in item 3 above).	₹ 27.71 Lacs
5) Details of CSR spent during the financial year:	
(a) Total amount to be spent for the financial year	₹ 27.71 Lacs
(b) Amount Unspent, if any	NIL

(c) Manner in which the amount spent during the financial year is detailed below:

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Sl. No.	CSR Project or activity Identified	Sector in which the project is covered	Projects or programs- (1) Local area or other (2) Specify the State and district where projects or programs was undertaken	Amount outlay (budget) project or programs wise	Amount spent on the projects or programs (Sub-heads: 1- Direct expenditure on projects or programs 2- Overheads)	Cumulative exp- expenditure upto to the reporting period	Amount spent: Direct or through implementing agency
1.	Education- Institutional Development	(a) Promoting education with a view to serve the society with various social charitable activities. (b) Promoting healthcare.	Dabri, Teh. Bhadra, Dist- Hanumangarh	2,00,000	2,00,000	2,00,000	Direct

Directors' Report

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
2	Education-Awareness programs	Eradicating hunger, malnutrition and sanitation etc in Rural areas	Local	2,50,000	2,50,000	2,50,000	Direct
3	Education-Institutional Development	Promoting education, including special education and livelihood enhancement projects.	Local	25,00,000	25,00,000	25,00,000	Direct
TOTAL				29,50,000	29,50,000	29,50,000	

(6) In case the Company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board Report.

- NOT APPLICABLE

Responsibility Statement of the CSR Committee

The implementation and monitoring of our CSR Policy is in compliance with the CSR objectives and Policies. The Board of Directors of the Company and the CSR Committee are responsible for the integrity and the objectivity of all the information provided in the disclosure above. All the projects reported have been considered and undertaken with the best of our intentions to contribute to the greater good of the society. We have undertaken and implemented these projects with careful consideration and these projects are aligned with our vision as provided in our CSR Policy.

Place : Kolkata
Date : May 30, 2015

R. K. Dabriwala
Managing Director

M.P.Jhunjunwala
Director

STANDALONE ACCOUNTS

Independent Auditors' Report

To the Members of International Conveyors Limited

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of International Conveyors Limited ("the Company"), which comprise of the Balance Sheet as at March 31, 2015, and the Statement of Profit and Loss, the Cash Flow Statement, significant accounting policies and other notes for the year ended on that date.

Management's Responsibility for the Standalone 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 standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act read with Rule 7 of Companies (Accounts) Rules, 2014. This responsibility 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 standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these standalone 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 standalone financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the standalone financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation of the standalone 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 control 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 standalone 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 standalone financial statements.

Opinion

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

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

Report on Other Legal and Regulatory Requirements

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, to the extent applicable.

Independent Auditors' Report

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 accounts as required by law have been kept by the Company so far as appears from our examination of those;
- 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 Balance Sheet, Statement of Profit and loss and Cash Flow Statement 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 March 31, 2015, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 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. Pending litigations having material impact on the financial position of the Company have been disclosed in the standalone financial statement as required in terms of the accounting standards and provisions of the Companies Act, 2013– refer Note 28.1 and 28.1.1. of the standalone financial statements;
 - ii. The Company does not have any long-term contracts, including derivative contracts, for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the company.

For **Lodha & Co.**
Chartered Accountants
Firm ICAI Registration No: 301051E

H.K.Verma
Partner
Membership No. 055104

Place: Kolkata
Date: May 30, 2015

Annexure to the Independent Auditors' Report

- i. (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) The management during the year has physically verified all fixed assets. According to the information and explanations given to us, there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the Company and nature of its assets. As explained, no material discrepancies have been noticed on such verification.
- ii. (a) As explained to us, the inventories of the Company *except materials lying with the third parties* have been physically verified by the management at reasonable intervals during the year / at the year-end. In our opinion and according to the information and explanations given to us, the frequency of the verification is reasonable.
- (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories except in respect of materials lying with third parties followed by the management is reasonable and adequate in relation to the size of the Company and nature of its business.
- (c) On the basis of examination of the records of inventory and according to the information and explanations given to us, we are of the opinion that the Company is maintaining proper records of inventory. Discrepancies noticed on the physical verification of stocks were not material.
- iii. According to the information and explanations given to us, the Company has granted unsecured loans to companies which are covered in the register maintained under Section 189 of the Act.
 - (a) In respect of the loans granted by the Company, there were no stipulations with respect to repayment of principal amounts. As such, we are unable to comment on the regularity or otherwise of repayment of such loans. However, the Company is regular in receiving the interest on such loans.
 - (b) As informed to us, having regard to the terms and conditions of the loans, there are no overdue amount outstanding in respect of such loans and interest thereon.
- iv. In our opinion and according to information and having regard to the explanation given to us that certain items of raw materials are of special nature and comparative alternative quotations are not obtained, in our opinion the internal control procedures of the Company relating to purchase of inventory, fixed assets and for the sale of the goods are commensurate with the size of the Company and the nature of its business. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal controls.
- v. The Company has not accepted any deposits from public covered under Sections 73 to 76 or any other relevant provisions of the Act and rules framed thereunder.
- vi. We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by Central Government for the maintenance of cost records under section 148(1) of the Act and we are of the opinion that prima-facie, the prescribed accounts and records have been maintained. We have not, however, made a detailed examination of the records with a view to determine whether these are accurate or complete.
- vii. (a) According to the information and explanations given to us and as per the records of the Company, the Company has generally been regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Employees State Insurance, Income Tax, Professional Tax, Sales Tax, Wealth tax, Service Tax, Excise Duty, Cess and any other statutory dues applicable to it. However, according to the information and explanations given to us, there is no undisputed amounts payable in respect of these which were in arrears as on March 31, 2015 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, the details of sales tax, income tax, customs duty, wealth tax, excise duty, service tax, and Cess not deposited on account of any dispute are as follows:

Name of the Statute	Nature of the Dues	Relating to the year	Amount (₹)	Forum where dispute is Pending
Income Tax Act, 1961	Income Tax	2003-2004 to 2009-2010	5,579,647	Commissioner of Income Tax (Appeals)

- (c) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the company in accordance with the relevant provisions of the Companies Act, 1956 and Rules made thereunder within time.

Annexure to the Independent Auditors' Report

- viii. The Company does not have any accumulated losses as at the end of the financial year and the Company has not incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year.
- ix. In our opinion and on the basis of information and explanations given to us by the management, we are of the opinion that the Company has not defaulted in repayment of dues to financial institutions and banks. There are no debenture holders.
- x. In our opinion, and according to the information and explanations given to us, the terms and conditions of the corporate guarantees given to bank by the Company for bodies corporate for ₹ 145,000,000 are, prima facie, not prejudicial to the interest of the Company.
- xi. According to the information and explanations given to us, the term loans have been applied for the purposes for which the loans were obtained.
- xii. During the course of our examination of the books of account carried out in accordance with generally accepted auditing practices in India, we have neither come across any incidence of fraud on or by the Company nor have we been informed of any such case by the Management.

For **Lodha & Co.**
Chartered Accountants
Firm ICAI Registration No: 301051E

H.K.Verma
Partner
Membership No. 055104

Place: Kolkata
Date: May 30, 2015

Balance Sheet as at March 31, 2015

(Amount in ₹)

Particulars	Note No.	As at March 31, 2015	As at March 31, 2014
I. EQUITY AND LIABILITIES			
(1) Shareholders' Fund			
(a) Share capital	2	67,500,250	67,500,250
(b) Reserves and surplus	3	759,857,409	745,030,536
(2) Non-current liabilities			
(a) Long-term borrowings	4	7,319,568	37,819,169
(b) Deferred tax liabilities (Net)	5	–	1,936,892
(3) Current liabilities			
(a) Short-term borrowings	6	542,892,311	456,142,552
(b) Trade payables	7	135,961,007	150,607,855
(c) Other current liabilities	8	39,114,820	68,701,489
(d) Short-term provisions	9	23,138,872	21,785,268
TOTAL		1,575,784,237	1,549,524,011
II. ASSETS			
(1) Non-current assets			
(a) Fixed assets			
(i) Tangible assets	10	229,269,790	279,317,837
(ii) Intangible assets	10	1,875,065	1,551,526
(iii) Capital work-in-progress		25,812,868	24,919,122
(b) Non-current investments	11	528,024,567	422,102,453
(c) Deferred tax assets (net)	5	3,762,615	–
(d) Long-term loans and advances	12	18,680,905	73,970,549
(e) Other non-current assets	13	8,432,860	25,001,200
(2) Current assets			
(a) Inventories	14	167,867,043	186,952,065
(b) Trade receivables	15	308,918,509	255,300,714
(c) Cash and Bank balances	16	43,086,278	46,683,716
(d) Short-term loans and advances	17	232,798,927	219,503,272
(e) Other current assets	18	7,254,810	14,221,557
TOTAL		1,575,784,237	1,549,524,011

Summary of significant accounting policies

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Notes to financial statements

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The notes are an integral part of the Financial Statements

As per our report of even date

For & on behalf of the Board

For **LODHA & CO.**
Chartered Accountants

R. K. Dabriwala
Managing Director

M.P.Jhunjunwala
Director

H. K. Verma
Partner

A. K. Gulgulia
Chief Financial Officer

Place : Kolkata

Date : May 30, 2015

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

(Amount in ₹)

Particulars	Note No.	For the year ended March 31, 2015	For the year ended March 31, 2014
REVENUE			
Revenue from operations (Gross)			
Sale of Products (Less : Returns, Claims etc.)	19	1,004,440,760	1,386,000,775
Other operating revenue	20	1,769,353	9,276,036
		1,006,210,113	1,395,276,811
Less : Excise Duty		32,263,252	45,395,697
Revenue from Operations		973,946,861	1,349,881,114
Other Income	21	32,790,899	21,106,000
Total Revenue		1,006,737,760	1,370,987,114
EXPENSES			
Cost of Materials consumed	22	551,390,669	691,950,655
Purchase of Stock in Trade	23	17,071,473	15,347,908
Changes in Inventories of Finished Goods, Work in Progress & Stock in Trade	24	(14,714,741)	71,350,205
Employee Benefits Expense	25	92,300,620	81,192,866
Finance Costs	26	48,366,147	46,766,501
Depreciation and Amortization Expense	10	48,004,907	60,031,859
Other Expenses	27	202,333,444	277,951,445
Total Expenses		944,752,519	1,244,591,439
Profit before tax		61,985,241	126,395,675
Tax Expenses			
Current		21,000,000	44,500,000
MAT Credit reversal related to earlier years		–	2,548,671
Deferred Tax Charge/(Credit)		(1,774,505)	(4,373,291)
		19,225,495	42,675,380
Profit after tax		42,759,746	83,720,295
Earning per Equity Share			
- Basic		0.63	1.24
- Diluted		0.63	1.24

Summary of significant accounting policies

1

Notes to financial statements

2-28

The notes are an integral part of the Financial Statements

As per our report of even date

For & on behalf of the Board

For **LODHA & CO.**
Chartered Accountants

R. K. Dabriwala
Managing Director

M.P.Jhunjunwala
Director

H. K. Verma
Partner

A. K. Gulgulia
Chief Financial Officer

Place : Kolkata
Date : May 30, 2015

Cash Flow Statement for the year ended March 31, 2015

(Amount in ₹)

	Year ended March 31, 2015	Year ended March 31, 2014
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before Tax	61,985,241	126,395,675
Adjustment for		
Depreciation	48,004,907	60,031,859
Provision for Bad and Doubtful Debts	3,302,864	—
(Profit)/Loss on sale of Fixed Assets (Net)	674,948	(54,698)
Liquidated Damages / Rebate & discount	3,562,280	2,460,964
Dividend from Long Term Investment	(1,970,441)	(1,905,791)
Finance Costs	48,366,147	46,766,501
Interest Income	(25,294,383)	(19,015,751)
Liability/Provision for doubtful deposit written off/ (back) (Net)	(201,255)	(648,573)
Operating profit before working capital changes	138,430,308	214,030,186
Adjustment for		
Trade and other receivables	(10,535,128)	27,989,258
Inventories	19,085,022	50,064,874
Trade and other payables	(23,815,614)	(12,478,825)
	(15,265,720)	65,575,307
Cash generated from Operation	123,164,588	279,605,493
Direct Taxes (Paid)/Refund received	(16,171,896)	(45,401,836)
Net Cash from/(used in) Operating Activities	106,992,692	234,203,657
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	(11,898,319)	(221,515,089)
Sale of Fixed Assets	1,001,704	885,227
(Purchase)/Sale of Investments	(105,922,050)	—
Investments in subsidiary	(64)	(30,405,899)
Advance against Capital Assets/Investments	—	1,105,625
(Loans Given)/Recovery of loan given to bodies corporate	20,507,525	(97,734,656)
Loans Given to Subsidiary	(33,779,192)	94,096,210
Dividend received	170,441	105,791
Deposits with bank (original maturity more than 3 months)	(5,361,694)	(6,446,800)
Interest received	34,200,871	13,987,927
Net Cash from/(used in) Investing Activities	(101,080,778)	(245,921,664)

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

(Amount in ₹)

	Year ended March 31, 2015	Year ended March 31, 2014
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from Borrowings	36,191,196	103,641,051
Dividend Paid (Including Corporate Dividend Tax thereon)	(19,755,936)	(19,660,409)
Interest paid	(47,874,646)	(46,492,515)
Net cash from/(used in) Financing Activities	(31,439,386)	37,488,127
Net Increase/(Decrease) in Cash and Cash Equivalents	(25,527,472)	25,770,120
Cash and Cash Equivalents at the beginning of the year	32,697,716	6,927,596
Cash and Cash Equivalents at the end of the year (Refer Note 16)	7,170,244	32,697,716

Note :

Cash flow statement has been prepared under the indirect method as set out in the Accounting Standard (AS) 3 :“Cash Flow Statements” as specified in the Companies (Accounting Standards) Rules, 2006.

As per our report of even date

For **LODHA & CO.**
Chartered Accountants

H. K. Verma
Partner

Place : Kolkata
Date : May 30, 2015

For & on behalf of the Board

R. K. Dabriwala
Managing Director

M.P.Jhunjunwala
Director

A. K. Gulgulia
Chief Financial Officer

Notes Forming Part of the Financial Statements as at March 31, 2015

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

1.1. General

The financial statements have been prepared under the historical cost convention in accordance with the provision of the Companies Act, 2013 and mandatory Accounting Standards as prescribed under section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and other recognized accounting practices. Accounting policies unless specifically stated to be otherwise, are consistent and are in consonance with generally accepted accounting principle.

1.2. Use of Estimates

The preparation of financial statements require management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosures relating to contingent liabilities and assets as at the Balance Sheet date and the reported amount of revenues and expenses during the year. Difference between the actual results and the estimates are recognized in the year in which the results are known/ materialized.

1.3. Fixed Assets, depreciation and amortization

1.3.1 Tangible Assets

a) Gross Block

Tangible Assets are stated at cost of acquisition with subsequent improvements thereto. Cost of acquisition includes taxes, duties, inward freight and installation expenses.

Expenditure incurred on improvements/ modifications of fixed assets that increases the future benefits from the existing asset beyond its previously assessed standard of performance, e.g., increase in capacity / efficiency, are capitalized.

b) Depreciation is provided on written down value method as per Schedule II of the Companies Act, 2013 based on the useful life of the assets. However assets costing ₹ 5,000/- or less are depreciated fully in the year of addition. Leasehold land is amortized over the period of lease.

Additions on account of improvements/ modifications, which becomes an integral part of the existing asset and either do not have separate identity and/or are not capable of being used after the existing asset is disposed off, are depreciated over the remaining useful life of the assets (improved /modified) they are attached with.

1.3.2 Intangible Assets

Intangible assets are stated at cost of acquisition less accumulated amortization. Computer software packages are amortized over a period of five year on straight line basis.

1.4. Investments

Non-Current investments are stated at cost less provision for diminution other than temporary in nature. Current investments are carried at lower of cost and fair value.

1.5. Inventories

a) Inventories are valued at lower of the cost and net realizable value. The cost in respect of raw materials and stores and spares is determined on FIFO basis and in respect of finished goods and stock in process is determined on average basis. Cost of raw materials and stores and spares include the taxes and duties other than those recoverable from taxing authorities and expenses incidental to the procurement of the same. Cost in case of stock-in-process and finished goods represent prime cost and appropriate portion of overheads.

b) Custom duty on bonded materials and excise duty on finished goods at factory are accounted for and included in cost of inventory.

1.6. Impairments

Fixed Assets are reviewed at each Balance Sheet date for impairment. In case events and circumstances indicate any impairment, recoverable amounts of fixed assets is determined. An impairment loss is recognized, whenever the carrying amount of assets belonging to the Cash Generating Unit (CGU) exceeds recoverable amount. The recoverable amount is the greater of assets net selling price or its value in use. In assessing the value in use, the estimated future cash flows from the use of assets are discounted to their present value as appropriate. An impairment loss is reversed if there has been change in the recoverable amount and such loss either no longer exists or has decreased. Impairment loss/reversal thereof is adjusted to the carrying value of the respective assets, which in case of CGU, are allocated to its assets on a prorate basis.

1.7. Foreign Currency Transaction

Transactions in Foreign Currencies are accounted for at the exchange rate prevailing as on the date of the transaction. Foreign

Notes Forming Part of the Financial Statements as at March 31, 2015

Currency monetary assets and liabilities at the year end are translated using closing rates whereas non monetary assets are translated at the rate on the date of transaction. The loss or gain thereon and also on the exchange differences on settlement of the foreign currency transaction during the year are recognized as revenue or expenses in the Statement of Profit and Loss.

1.8. Revenue Recognition

- a) All expenses and revenue to the extent considered payable and receivable respectively, unless specifically stated to be otherwise, are accounted for on mercantile basis.
- b) Insurance and other claims are accounted for as and when admitted or realized.
- c) Dividend is recognized when the right to receive is established.

1.9. Sales

Revenue from sale of goods is recognized at the point of dispatch to the customers. Gross sales include excise duty and rebate, discounts, claims, returns, central sales tax (CST) / value added tax (VAT) etc., are excluded there from.

Sale of Electricity is accounted for on delivery of Electricity to grid in terms of agreement with the Electricity Board.

1.10. Expenses

Expenses under primary heads such as salary, wages, consumption of stores etc., are being shown under respective heads and have not been functionally reclassified.

1.11. Employee Benefits

Short term employee benefits are recognized as expenses at the undiscounted amount in the Statement of Profit and Loss of the year in which the related service is rendered.

The Company has Defined Contribution Plan for its employees retirement benefits comprising of Provident Fund and Pension Fund. The Company makes regular contribution to Provident Fund, which are fully funded and administered by the Government. Contributions are recognized in Statement of Profit and Loss on accrual basis.

The Company has Defined Benefit Plan comprising of Gratuity and Leave Encashment schemes. The Company contributes to the Gratuity Fund under the Group Gratuity Cash Accumulation Scheme with Life Insurance Corporation (LIC) for future payment of gratuity liability to its employees. Consequent to the adoption of Accounting Standard 15 (AS 15 Revised) on "Employee Benefits", the liability for the Gratuity and Leave Encashment as at the year end has been determined on the basis of an independent actuarial valuation in accordance with the method stated in AS 15 Revised and such liability has been adjusted/ provided in these financial statements.

The actuarial gain and losses comprise experience judgment and are recognized in the Statement of Profit and Loss in the year in which they arise.

1.12. Grants

- a) Government Grants including subsidy are accounted for as and when realized.
- b) Grants, other than those related to specific assets which are adjusted there against, are treated either under capital or revenue account depending upon the nature of the same.

1.13. Borrowing Cost

Borrowing Cost incurred in relation to acquisition or construction of fixed assets are allocated to the fixed assets. Other borrowing cost are recognized as finance cost in the year in which they are incurred.

1.14. Income Tax

Provision for Tax is made for current tax and deferred tax. Current tax is provided on the taxable income using the applicable tax rates and tax laws. Deferred tax assets and/or liabilities arising on account of timing difference, which are capable of reversal in subsequent periods are recognized using tax rates and tax laws, which has been enacted or substantively enacted. Deferred tax assets are recognized only to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets will be realized. In case of carry forward of unabsorbed depreciation and tax losses, deferred tax assets are recognized only if there is "virtual certainty" that such deferred tax assets can be realized against future taxable profits.

1.15. 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 Assets are neither recognized nor disclosed in the financial statement. Contingent Liabilities, if material, are disclosed by way of notes.

Notes Forming Part of the Financial Statements as at March 31, 2015

(Amount in ₹)

Particulars	Reference Note No.	As at March 31, 2015	As at March 31, 2014
2 SHARE CAPITAL			
Authorised Shares			
98,000,000 (98,000,000) Equity Shares of ₹1/- each		98,000,000	98,000,000
20,000 (20,000) Preference Shares of ₹ 100/- each		2,000,000	2,000,000
		100,000,000	100,000,000
Issued, Subscribed and Fully Paid-up Shares			
67,500,000 (67,500,000) Equity Shares of ₹1/- each (Out of the above, 33,750,000 equity shares of ₹1/- each were allotted as fully paid-up bonus shares during the financial year ended on 2009-2010.)		67,500,000	67,500,000
Forfeited Shares		250	250
		67,500,250	67,500,250

- 2.1 Out of the above issued shares, the Company has only one class of equity shares having a par value of ₹ 1/- each. The dividend proposed by the Board of Directors is subject to the approval of shareholders in the ensuing Annual General Meeting. Each holder of equity shares is entitled to one vote per share. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amount in proportion of their shareholding. The Board of Directors has approved dividend of ₹ 0.25 per share (25%), subject to approval of shareholders in the ensuing Annual General Meeting.
- 2.2 There is no movement in the number of shares outstanding at the beginning and at the end of the reporting period.
- 2.3 Details of the shareholders holding more than 5% shares of the total number of equity shares issued by the Company :

Name of the Shareholder	Reference Note No.	No. of Shares held as at March 31, 2015	No. of Shares held as at March 31, 2014
Rajendra Kumar Dabriwala		5,412,620	5,412,620
Surbhit Dabriwala		6,474,000	7,974,000
Yamini Dabriwala		6,409,900	6,409,900
Elara India Opportunities Fund Limited		6,500,000	6,500,000
Cresta Fund Limited		6,500,000	6,500,000
Ipro Funds Limited		—	6,500,000
Eriska Investment Fund Limited		6,500,000	—
Lotus Global Investments Limited		4,299,400	4,299,400
I GE (India) Private Limited	2.3.1	3,368,800	4,143,800

- 2.3.1 The percentage of share holding has been reduced from 6.14% to 4.99% on being sale/transfer of shares by IGE (India) Private Limited.



Notes Forming Part of the Financial Statements as at March 31, 2015

(Amount in ₹)

Particulars	Reference Note No.	As at	As at
		March 31, 2015	March 31, 2014
3 RESERVES AND SURPLUS			
Capital Reserve			
As per last Balance Sheet (Central Subsidy)		3,942,000	3,942,000
		3,942,000	3,942,000
General Reserve			
As per last Balance Sheet		510,000,000	450,000,000
Add : Transferred from Surplus		50,000,000	60,000,000
Less : Adjustment on account of depreciation pursuant to schedule II of Companies Act, 2013	10.2	7,622,520	–
		552,377,480	510,000,000
Securities Premium Account			
As per last Balance Sheet		188,550,000	188,550,000
		188,550,000	188,550,000
Surplus			
As per last Balance Sheet		42,538,536	38,561,148
Add : Net Profit After Tax transferred from Statement of Profit and Loss		42,759,746	83,720,295
Amount available for appropriation		85,298,282	122,281,443
Less : Appropriations			
- Transferred to General Reserve		50,000,000	60,000,000
- Proposed Equity Dividend		16,875,000	16,875,000
- Tax on Equity Dividend		3,435,353	2,867,907
		70,310,353	79,742,907
Net Surplus		14,987,929	42,538,536
Total Reserves and Surplus		759,857,409	745,030,536

Particulars	Reference Note No.	As at March 31, 2015		As at March 31, 2014	
		Non-Current	Current	Non-Current	Current
4 LONG TERM BORROWINGS					
SECURED LOAN					
Term Loan					
From bank	4.1	2,173,706	30,130,000	32,904,522	51,400,000
Vehicle Finance Loan					
From banks	4.2	2,407,751	1,515,556	2,178,479	798,961
From others	4.3	1,084,702	524,063	–	–
		3,492,453	2,039,619	2,178,479	798,961
		5,666,159	32,169,619	35,083,001	52,198,961
UNSECURED LOAN					
Sales Tax Deferment Loan	4.4	1,653,409	1,082,759	2,736,168	1,112,379
		1,653,409	1,082,759	2,736,168	1,112,379
		7,319,568	33,252,378	37,819,169	53,311,340

Notes Forming Part of the Financial Statements as at March 31, 2015

4.1 Term loan referred above to the extent of:

- ₹ 3,330,000 (previous year ₹ 21,200,000) is secured by first charge on Wind Mill acquired and installed in Andhra Pradesh, Current Assets of the Company, both present and future and extension of equitable mortgage of the leasehold industrial plot at Maharashtra Industrial Development Corporation, Aurangabad. The loan carries interest at 2.60% above base rate.
- ₹ 28,973,706 (previous year ₹ 63,104,522) is secured by first charge on all fixed assets pertaining to Falta SEZ division of the company, both present & future, second charge on entire current assets of the said division of the Company both present & future, and is also secured by personal guarantee of one of the directors and corporate guarantee and is repayable in 21 quarterly installment commencing from June 2011. Last installment due in June 2016, rate of interest at 2.65% above base rate.

Year	Amount in ₹
2016-17	2,173,706

4.2 Vehicle Finance Loan from banks are secured by hypothecation of Vehicles acquired against the said loan and is repayable as follows : (Amount in ₹)

Rate of Interest	2016-17	2017-18	2018-19
10.00%	1,263,434	223,085	–
10.50%	270,505	300,316	218,308
12.26%	132,103	–	–

4.3 Vehicle Finance Loan from others are secured by hypothecation of Vehicles acquired against the said loan and is repayable as follows: (Amount in ₹)

Rate of Interest	2016-17	2017-18	2018-19
10.14%	364,776	28,879	–
11.71%	218,329	245,305	227,413

4.4 Sales Tax Deferment Loan is interest free and is payable as per the repayment schedule as follows :

Year	Amount in ₹
2016-2017	773,379
2017-2018	533,687
2018-2019	318,097
2019-2020	28,246

(Amount in ₹)

Particulars	Opening as at April 1, 2014	Adjustment*	Charge/ (Credit) during the year	As at March 31, 2015
5 DEFERRED TAX LIABILITIES /(ASSETS)[NET]				
Deferred Tax Liability:				
On account of depreciation difference as per Income tax and books of account.	2,187,043	(3,925,002)	1,043,256	(694,703)
Gross Deferred Tax Liability	2,187,043	(3,925,002)	1,043,256	(694,703)
Deferred Tax Assets:				
Employee Benefits	729,905	–	(1,708,799)	(978,894)
Provision for doubtful debt and deposit	(980,056)	–	(1,108,962)	(2,089,018)
Gross Deferred Tax Asset	(250,151)	–	(2,817,761)	(3,067,912)
Net Deferred Tax Liability /(Assets) [Net]	1,936,892	(3,925,002)	(1,774,505)	(3,762,615)

*Adjustment on account of depreciation pursuant to schedule II of the companies Act 2013 (Refer Note 10.2)

Notes Forming Part of the Financial Statements as at March 31, 2015

(Amount in ₹)

Particulars	Reference Note No.	As at March 31, 2015	As at March 31, 2014
6 SHORT TERM BORROWINGS			
SECURED LOAN			
Working Capital Facility From Bank	6.1		
Repayable on demand		218,774,813	45,843,957
Others		194,556,526	339,467,802
		413,331,339	385,311,759
UNSECURED LOAN			
Others		129,560,972	70,830,793
		129,560,972	70,830,793
		542,892,311	4561,42,552

6.1 Working Capital facility from Bank are secured by hypothecation of Company's entire stock, book debts and other current assets both present and future and also secured by first charge on fixed assets of the company, equitable mortgage of Leasehold industrial plot of Chikalhana Industrial Area (MIDC). This is further secured by personal guarantee by one of the directors of the company.

7 TRADE PAYABLES			
Payables for Goods and Services	7.1 and 7.2	135,961,007	150,607,855
		135,961,007	150,607,855
7.1 Payables for Goods and Services include			
Acceptances		42,116,998	61,387,707
Creditors for raw materials/stores purchases		42,700,919	36,420,612

7.2 Disclosure of Trade Payables is based on the information available with the company regarding the status of the suppliers as defined under the "Micro, Small and Medium Enterprise Development Act, 2006" (the Act). There are no delays in payment made to such suppliers. There is no amount outstanding as at the Balance Sheet date.

8 OTHER CURRENT LIABILITIES			
Current Maturities of Long-term Term Loan	4	30,130,000	51,400,000
Current Maturities of Vehicle Finance Loan	4	2,039,619	798,961
Current Maturities of Sales Tax Deferment Loan	4	1,082,759	1,112,379
Interest accrued but not due on borrowings		159,238	476,552
Interest accrued and due on borrowings		1,048,929	240,114
Other Payables			
Unpaid Dividends	8.1	483,705	496,734
Other Payables	8.2	4,170,570	14,176,749
		391,14,820	68,701,489

8.1 This is not due for payment to Investor Education And Protection Fund.

8.2 Includes statutory dues (CST,PF,ESI,TDS etc.)

9 SHORT TERM PROVISIONS			
Provision for employee benefits		2,828,519	2,042,361
Proposed Dividend		16,875,000	16,875,000
Tax on Proposed Dividend		3,435,353	2,867,907
		23,138,872	21,785,268

Notes Forming Part of the Financial Statements as at March 31, 2015

Particulars	(Amount in ₹)											
	GROSS BLOCK					DEPRECIATION / AMORTISATION					NET BLOCK	
	As on 01.04.2014	Additions	Adjust- ments/ Deduction	As on 31.03.2015	Upto 31.03.2014	Adjusted With General Reserve (Refer Note 10.2)	For the Year	Adjustments/ Deduction	Upto 31.03.2015	As on 31.03.2015	As on 31.03.2014	
TANGIBLE ASSETS												
(a) Land (Leasehold)	1,120,489	-	-	1,120,489	188,599	-	18,247	-	206,846	913,643	931,890	
(b) Buildings	64,028,328	2,305,793	-	66,334,121	14,956,721	2,728,019	4,726,964	-	22,411,704	43,922,417	49,071,607	
(c) Plant & Equipment	310,415,485	2,430,635	6,134,113	306,712,007	151,428,442	8,391,958	31,275,899	5,023,656	186,072,643	120,639,364	158,987,043	
(d) Wind Mill	267,143,526	-	-	267,143,526	211,340,785	-	4,854,166	-	216,194,951	50,948,575	55,802,741	
(e) Electrical Installation	6,536,741	-	-	6,536,741	2,786,377	105,415	1,041,352	-	3,933,144	2,603,597	3,750,364	
(f) Office Equipment	7,827,850	417,581	837,056	7,408,375	4,719,534	218,643	1,747,988	744,471	5,941,694	1,466,681	3,108,316	
(g) Furniture & Fixtures	7,826,555	81,190	295,117	7,612,628	5,395,992	103,487	775,980	288,219	5,987,240	1,625,388	2,430,563	
(h) Vehicles	8,263,690	5,466,301	1,526,906	12,203,085	3,028,377	-	3,084,777	1,060,194	5,052,960	7,150,125	5,235,313	
TOTAL TANGIBLE ASSETS	673,162,664	10,701,500	8,793,192	675,070,972	393,844,827	11,547,522	47,525,373	7,116,540	445,801,182	229,269,790	279,317,837	
Previous Year Tangible Assets	478,457,715	197,913,894	3,208,945	673,162,664	336,384,409	-	59,838,834	2,378,416	393,844,827	279,317,837	142,073,306	
INTANGIBLE ASSETS												
Computer Software	2,350,511	803,073	-	3,153,584	798,985	-	479,534	-	1,278,519	1,875,065	1,551,526	
TOTAL INTANGIBLE ASSETS	2,350,511	803,073	-	3,153,584	798,985	-	479,534	-	1,278,519	1,875,065	1,551,526	
Previous Year Intangible Assets	846,309	1,504,202	-	2,350,511	605,960	-	193,025	-	798,985	1,551,526	240,349	
TOTAL	675,513,175	11,504,573	8,793,192	678,224,556	394,643,812	11,547,522	48,004,907	7,116,540	447,079,701	231,144,855	280,869,363	
Previous Year	479,304,024	199,418,096	3,208,945	675,513,175	336,990,369	-	60,031,859	2,378,416	394,643,812	280,869,363	142,313,655	

10.1 Refer Note 4.1, 4.2 & 4.3

10.2 During the year, depreciation has been provided based on the life of the assets as per Schedule - II of the Companies Act, 2013 which has become effective from 1st April, 2014. In terms of said Schedule, the carrying amount of the assets existing as on 1st April 2014 has been depreciated over the remaining life of the assets. Consequently upon the application of Schedule II as above, depreciation for the year is decreased by ₹3,717,137/-. Where the remaining life of the assets has expired as on 1st April 2014, the carrying amount of ₹7,622,520 (net of deferred tax of ₹3,925,002) has been adjusted against General Reserve.

Notes Forming Part of the Financial Statements as at March 31, 2015

(Amount in ₹)

Particulars	Reference Note No.	As at March 31, 2015		As at March 31, 2014	
		No. of Shares	Value	No. of Shares	Value
11 NON CURRENT INVESTMENTS (Valued at cost unless stated otherwise)					
Investment in Equity Instruments (Fully paid-up unless otherwise stated)					
Un-quoted :					
Trade					
In Equity Shares of subsidiary Companies					
International Belting Limited (Face Value of Share ₹ 10/- each)		750,000	72,900,000	750,000	72,900,000
Conveyor Holdings Pte. Limited (Face Value of Share \$1/- each)		500,100	30,405,899	500,100	30,405,899
International Conveyors America Limited, INC (Face Value of Share \$.0001 each)	11.5	10,000	64	-	-
		1,260,100	103,305,963	1,250,100	103,305,899
Others					
In Equity Shares of Other bodies corporate :					
I G E (India) Private Limited (Face Value of Share ₹ 1/- each)	11.6	7,750	7,543	775	7,543
Pure Coke Limited (Face Value of Share ₹ 10/- each)		154,560	1,767,989	154,560	1,767,989
Dabri Properties and Trading Company Limited (Face Value of Share ₹ 10/- each)		60	600	60	600
		162,370	1,776,132	155,395	1,776,132
Quoted :					
Uco Bank (Face Value of Share ₹ 10/- each)		200	2,400	200	2,400
Dunlop India Limited (Face Value of Share ₹ 10/- each)		25	631	25	631
Garware-Wall Ropes Limited (Face Value of Share ₹ 10/- each)		350	28,465	350	28,465
Radaan Media Works (I) Limited (Face Value of Share ₹ 2/- each)		73,190	815,753	73,190	815,753
Oil Country Tubular Limited (Face Value of Share ₹ 10/- each)		6,000	782,853	6,000	782,853
Tide Water Oil (India) Limited (Face Value of Share ₹ 10/- each)		434	2,170,391	434	2,170,391
Elpro International Limited (Face Value of Share ₹ 10/- each)	11.7	672,972	118,978,997	347,058	13,056,947
R.C.A. Limited (Face Value of Share ₹ 10/- each)		13,548	162,982	13,548	162,982
		766,719	122,942,472	440,805	17,020,422
Others					
In 12 % Non-Convertible Preference Shares of Other body corporate:					
Elpro International Limited (Face Value of Share ₹ 10/- each)	11.4	1,500,000	300,000,000	1,500,000	300,000,000
		1,500,000	300,000,000	1,500,000	300,000,000
			528,024,567		422,102,453
11.1 Aggregate Market value of Quoted Investments			476,778,806		113,399,034
11.2 Aggregate amount of Quoted Investments			122,942,472		17,020,422
11.3 Aggregate amount of Un-Quoted Investments			405,082,095		405,082,031

11.4 These preference shares will have the maximum term of 15 years from the date of allotment. However, these shares can be redeemed earlier at the option of the Company. The dividend on these preference shares will be cumulative and will be receivable at the rate of 12% p.a.

11.5 During the year, the company has acquired equity shares of newly incorporated entity International Conveyors America Limited, INC (ICAL) under the law of state of delaware, United States of America and consequent upon such acquisition the said company has become a wholly owned subsidiary of the Company.

11.6 The face value of equity shares of I G E (India) Private Limited of ₹10/- each has been sub divided into the face value of ₹1/- per equity share during the year.

11.7 During the year Company pursuant to a voluntary open offer of equity shares of Elpro International Limited (EIL), has acquired 3,25,914 Equity shares of EIL from the shareholders of said Company at the price of ₹325/- per equity share aggregating to ₹ 105,922,050/-

11.8 Particulars of investments as required in terms of Section 186 (4) of the Companies Act, 2013, have been disclosed under note no.11 above.

Notes Forming Part of the Financial Statements as at March 31, 2015

(Amount in ₹)

Particulars	Reference Note No.	As at March 31, 2015	As at March 31, 2014
12 LONG TERM LOANS AND ADVANCES (Unsecured Considered Good)			
Capital Advances		3,356,277	3,856,277
Security Deposits	12.1	5,111,639	55,073,179
Advance Income Tax (net of provision)		9,592,047	14,420,151
MAT Credit Entitlement		470,410	470,410
Advance Fringe Benefit Tax (net of provision)		125,532	125,532
Others		25,000	25,000
		18,680,905	73,970,549

- 12.1 During the previous year, the company, as a promoter, along with other promoters of the Elpro International Limited, had made a voluntary open offer to the public shareholders of Elpro International Limited, to acquire the shares of the said company. As such, the amount of ₹ Nil (previous year ₹ 50,000,000/-) had been transferred in a EIL-open offer Escrow A/c as required by SEBI guidelines and had been shown as deposit pending acquisition of the shares in terms of open offer.

13 OTHER NON CURRENT ASSETS			
Balance With Bank			
In Fixed Deposits (having maturity more than 12 months)	13.1	8,432,860	25,001,200
		8,432,860	25,001,200

- 13.1 Kept as lien against Letter of Credit and Bank Guarantee.

14 INVENTORIES (Valued at lower of cost and net realisable value) (As valued, taken and certified by the management)			
Raw Materials		22,410,014	66,017,474
Raw Materials in Transit		12,097,075	–
Work-in-process		31,503,751	46,673,308
Finished Goods		58,866,523	5,703,937
Finished Goods in Transit		36,529,876	60,596,939
Stock in Trade		3,157,475	2,358,562
Stock in Trade in Transit		770,337	747,698
Stores and Spares		2,398,609	4,840,002
Loose Tools		133,383	14,145
		167,867,043	186,952,065

- 14.1 Refer Note 6.1



Notes Forming Part of the Financial Statements as at March 31, 2015

(Amount in ₹)

Particulars	Reference Note No.	As at March 31, 2015	As at March 31, 2014
15 TRADE RECEIVABLES			
Unsecured			
Trade receivables outstanding for a period exceeding six months from the date they are due for payment :			
Considered Good		43,984,335	30,465,462
Considered Doubtful		4,516,709	1,213,845
Less : Provision for Doubtful debt		(4,516,709)	(1,213,845)
		43,984,335	30,465,462
Others			
Considered Good		264,934,174	224,835,252
	15.1	308,918,509	255,300,714

15.1 Provision as carried in the books are against doubtful debts and in the opinion of the Management the same is adequate and no further provision is required there against.

16 CASH AND BANK BALANCES			
Cash and Cash Equivalents			
(i) Balances With Banks			
In Current Accounts		6,067,113	24,274,652
In Unpaid Dividend Accounts	8.1	483,703	505,651
Fixed Deposit With Bank (With Original Maturity of less than 3 Months)	16.1	323,503	7,104,609
(ii) Cash on Hand		295,925	812,804
		7,170,244	32,697,716
Other Bank Balances			
Fixed Deposit With Bank (With Original Maturity of more than 3 months but less than 12 months)	16.1	35,916,034	13,986,000
		35,916,034	13,986,000
		43,086,278	46,683,716

16.1 Kept as lien against Letter of Credit and Bank Guarantee

17 SHORT TERM LOANS AND ADVANCES (Unsecured Considered Good)			
Loans and advances to related parties	17.1, 17.2 & 28.7	91,081,396	84,693,291
Security Deposits		2,294,380	2,665,799
Income Tax (Refundable)		214,174	214,174
Balance with Government authorities		18,572,706	10,305,870
Advances for supply of goods and services		7,878,038	3,857,434
Others		12,758,233	17,766,704
		132,798,927	119,503,272
(Unsecured Considered doubtful)			
Deposit to other body corporate		101,519,521	101,669,521
Less: Provision for doubtful deposit		(1,519,521)	(1,669,521)
		100,000,000	100,000,000
		232,798,927	219,503,272

Notes Forming Part of the Financial Statements as at March 31, 2015

17.1 Disclosure of Loans and Advances as per the requirement of clause 32 of the Listing Agreement with the Stock Exchanges in India.

(Amount in ₹)

	Amount Outstanding as at March 31, 2015	Maximum Amount outstanding during the year ended 2014-15	Amount Outstanding as at March 31, 2014	Maximum Amount outstanding during the year ended 2013-14
Loans and Advances in the nature of Loans to Subsidiaries :				
- International Belting Limited	8,628,543	8,628,543	6,144,229	105,951,023
- Conveyor Holdings Pte Limited	21,961,400	21,961,400	-	-
- International Conveyors America Limited, INC	9,333,478	9,333,478	-	-

17.2 Represents loan granted for their business purposes.

(Amount in ₹)

Particulars	Reference Note No.	As at March 31, 2015	As at March 31, 2014
18 OTHER CURRENT ASSETS			
Interest accrued on deposits with Bank and others		3,654,810	5,557,496
Gratuity Receivable		-	4,189,773
Forward Premium Receivable		-	2,674,288
Dividend Receivable		3,600,000	1,800,000
		7,254,810	14,221,557

Notes Forming Part of the Financial Statements for the year ended March 31, 2015

(Amount in ₹)

Particulars	Reference Note No.	For the year ended March 31, 2015	For the year ended March 31, 2014
19 SALE OF PRODUCTS			
PVC Fire Resistant Antistatic Solid Woven Coal Conveyor Belting		956,330,983	1,328,248,615
Trading Goods	19.1	19,407,292	25,766,928
Wind Energy	19.2	28,702,485	31,985,232
		1,004,440,760	1,386,000,775

19.1 Details of sale of Trading Goods

Fittings and Accessories		19,407,292	22,456,521
Equipments		-	3,310,407
		19,407,292	25,766,928

19.2 Details of sales of Wind Energy

Total Numbers of units generated and sold. *		7,981,289	8,589,879
(In Kwh units)			
Sales (in ₹)		28,702,485	31,985,232

* Net of 20,285 Units (Previous Year 19,484 Units) being transmission loss

Notes Forming Part of the Financial Statements for the year ended March 31, 2015

(Amount in ₹)

	Reference Note No.	For the year ended March 31, 2015	For the year ended March 31, 2014
20 OTHER OPERATING REVENUE			
Miscellaneous Sales		1,718,098	1,942,300
Miscellaneous Receipt		–	1,052,730
Export Incentive		–	5,732,433
Sundry Balance Written Back		51,255	548,573
		1,769,353	9,276,036

21 OTHER INCOME			
Rent		29,760	29,760
Interest on loans, deposits with bank, etc.		25,294,383	19,015,751
Dividend on long-term investments		1,970,441	1,905,791
Profit on Sale of Fixed Assets (Net)		–	54,698
Insurance Claim		5,154,166	–
Others Receipt		192,149	–
Provision for Doubtful Deposit Written Back		150,000	100,000
		32,790,899	21,106,000

22 COST OF MATERIALS CONSUMED			
Cost of Materials Consumed	22.1	551,390,669	691,950,655
		551,390,669	691,950,655

22.1 Details of Materials Consumed

(a) Polyester Yarn		187,554,690	228,673,932
(b) Spun Yarn		8,103,017	28,230,543
(c) Cotton Yarn		43,818,973	46,637,944
(d) Chemicals			
(i) PVC Resin		104,428,986	123,445,093
(ii) Phosphate Plasticizer		125,249,458	162,599,997
(iii) Others		82,235,545	102,363,146
		551,390,669	691,950,655

23 PURCHASE OF STOCK IN TRADE			
Purchase of Stock in Trade	23.1	17,071,473	15,347,908
		17,071,473	15,347,908

23.1 Details of Purchase of Stock in Trade

(a) Fittings and Accessories		17,071,473	12,333,765
(b) Equipments		–	3,014,143
		17,071,473	15,347,908

Notes Forming Part of the Financial Statements for the year ended March 31, 2015

(Amount in ₹)

Particulars	Reference Note No.	For the year ended March 31, 2015	For the year ended March 31, 2014
24 CHANGES IN INVENTORIES OF FINISHED GOODS, WORK IN PROGRESS AND STOCK IN TRADE			
Opening Stock			
Finished Goods (including in transit ₹ 60,596,939/-)		66,300,876	111,745,229
Less : Excise Duty		445,526	4,485,628
		65,855,350	107,259,601
Work-in-process		46,673,308	71,856,185
Stock in Trade (including in transit ₹ 747,698/-)		3,106,260	7,869,337
		115,634,918	186,985,123
Less : Closing Stock			
Finished Goods (including in transit ₹ 36,529,876/-)		95,396,399	66,300,876
Less : Excise Duty		478,303	445,526
		94,918,096	65,855,350
Work-in-process		31,503,751	46,673,308
Stock in Trade (including in transit ₹ 770,337/-)		3,927,812	3,106,260
		130,349,659	115,634,918
		(14,714,741)	71,350,205
25 EMPLOYEE BENEFITS EXPENSE			
Salaries and Wages		80,653,435	75,364,437
Contribution to Provident, Gratuity and other Funds		7,483,974	1,673,435
Staff Welfare Expenses		4,163,211	4,154,994
		92,300,620	81,192,866
26 FINANCE COSTS			
Interest Expenses		42,140,563	35,194,802
Other Borrowing costs		219,863	55,925
Applicable loss on foreign currency transaction and translation		6,005,721	11,515,774
		48,366,147	46,766,501

Notes Forming Part of the Financial Statements for the year ended March 31, 2015

(Amount in ₹)

Particulars	Reference Note No.	For the year ended March 31, 2015	For the year ended March 31, 2014
27 OTHER EXPENSES			
Consumption of Stores and Spare Parts		2,150,257	3,194,357
Power and Fuel		32,498,656	36,544,677
Job Charges		–	9,360,000
Rent	27.1	1,094,123	1,053,195
Repairs			
Buildings		1,925,001	1,721,512
Machinery		7,206,697	11,797,739
Others		6,085,965	6,795,576
Insurance Charges		1,835,059	2,097,118
Rates and Taxes		345,602	329,048
Travelling and Conveyance		7,599,680	14,054,522
Directors Fees		347,500	234,686
Auditors Remuneration :			
Audit Fees		170,000	170,000
Tax Audit Fees		40,000	40,000
Other Services		290,000	426,350
Transport, Packing and Forwarding		56,656,324	86,618,249
Commission on Sales		21,144,951	26,405,994
Legal and Professional Fees		17,271,666	14,407,484
Subscription and Donation	27.2	3,194,958	155,319
Provision for Bad and Doubtful Debts		3,302,864	–
Loss on Sale of Fixed Assets (Net)		674,948	–
Foreign Exchange Loss (Net)		8,931,720	29,417,449
Miscellaneous Expenses		29,567,473	33,128,170
		202,333,444	277,951,445

- 27.1 The company has certain cancellable operating lease arrangements for office/ residential accommodation and for use of machineries with a lease period of one to five years which can be further extended after mutual consent and agreement. The lease agreement can be terminated after giving a notice as per the terms of the lease by either of the party. Expenditure incurred on account of operating lease rentals during the year and recognised in the Statement of Profit and Loss amounts to ₹ 1,062,923/- (Previous Year ₹ 1,021,843/-).
- 27.2 Subscription and Donation includes expenses incurred on account of Corporate Social Responsibility (CSR) ₹ 2,950,000/- (Previous year ₹ Nil)

Notes Forming Part of the Financial Statements as at March 31, 2015

(Amount in ₹)

	2014-15	2013-14
NOTE : 28		
28.1 Contingent liabilities not provided for in respect of :		
a) Guarantees given by bank on behalf of the Company	110,418,191	108,028,854
b) Corporate Guarantees given by the Company (Refer 28.1.2)	145,000,000	145,000,000
c) Entry Tax Payable	135,314	135,314
d) Income Tax matter under Appeal	7,202,873	8,196,849

28.1.1 The Company's pending litigation comprises of claim against the Company and proceeding pending tax/statutory/ Government authorities. The Company has reviewed all its pending litigations and proceedings and has made adequate provisions, and disclosed the contingent liabilities, where applicable, in its Financial Statements. The Company does not expects the outcome of these proceedings to have a material impact on its financial position. Future cash outflows in respect of (c & d) above are dependent upon the outcome of judgments / decisions.

28.1.2 Disclosure pursuant to Section 186(4) of the Companies Act, 2013

On behalf of	Purpose	Date of Guarantee	2014-15	2013-14
Elpro International Limited	Rent Securitization Loan	March 21, 2013	145,000,000	145,000,000

	2014-15	2013-14
28.2 Estimated amount of contracts remaining to be executed on account and not provided for :		
a) On capital account	977,806	349,600
28.3 Employee Benefits :		
a) Contributions to Defined Contribution Plan recognized as expenses for the year are as under :		
Employer's Contribution to Provident Fund	957,167	1,011,045
Employer's Contribution to Pension Fund	792,799	611,174
Employer's Contribution to Employees State Insurance Scheme	204,554	243,702
b) The disclosure as per the Accounting Standard 15 (AS-15) "Employee Benefits" are given below : The Company operates post retirement benefit plans as following : Funded : Gratuity. Non Funded : Leave Encashment		

Disclosures for defined benefit plans based on actuarial reports as on March 31, 2015

	Gratuity (Funded)	
	2014-15 (₹)	2013-14 (₹)
A. Change in Defined Benefit Obligations :		
Present Value of Defined Benefit Obligations as at the beginning of the year	12,674,715	12,646,379
Current Service Cost	1,111,275	763,346
Past Service Cost	1,600,000	-
Interest Cost	1,102,397	972,049
Benefits Paid	(1,384,279)	(1,291,542)
Actuarial (Gains)/ Losses	3,393,245	(415,517)
Present Value of Defined Benefit Obligations as at the end of the year	18,497,353	12,674,715
B. Change in the Fair Value of Assets:		
Fair Value of Plan Assets at the beginning of the year	16,864,488	15,437,863

Notes Forming Part of the Financial Statements as at March 31, 2015

	Gratuity (Funded)				
	2014-15 (₹)	2013-14 (₹)			
Expected Return on Plan Assets	1,520,748	1,241,348			
Contributions by the Employer	1,449,713	1,449,506			
Benefits paid	(1,384,279)	(1,291,542)			
Actuarial Gains/ (Losses)	(47,838)	27,313			
Fair Value of Plan Assets at the end of the year	18,402,832	16,864,488			
C. Reconciliation of Present value of Defined Benefit Obligation and the Fair Value of Assets:					
Present Value of Defined Benefit Obligations as at the end of the year	18,497,353	12,674,715			
Fair Value of Plan Assets at the end of the year	18,402,832	16,864,488			
Liability /(Assets) recognized in the Balance Sheet	94,521	(4,189,773)			
D. Expenses recognized in the Statement of Profit and Loss :					
Current Service Cost	1,111,275	763,346			
Past Service Cost	1,600,000	—			
Interest Cost	1,102,397	972,049			
Expected Return on Plan Assets	(1,520,748)	(1,241,348)			
Net Actuarial (Gain)/ Loss	3,441,083	(442,830)			
Total Expenses recognized in the Statement of Profit and Loss *	5,734,007	51,217			
E. Principal Actuarial Assumptions used :					
Discounted Rate (per annum) Compound	7.80%	9.20%			
Expected Rate of return on Plan Assets	9.00%	8.00%			
Rate of Salary increase (per annum)	7.00%	5.00%			
F. Experience History :	2014-15	2013-14	2012-13	2011-12	2010-11
	(₹)	(₹)	(₹)	(₹)	(₹)
Net Assets/(Liability) recognized in Balance Sheet (including experience adjustment impact)					
Present Value of Defined Benefit Obligations	18,497,353	12,674,715	12,646,379	11,644,938	13,531,000
Fair Value of Plan Assets	18,402,832	16,864,488	15,437,863	14,001,906	13,694,000
Status [Surplus/(Deficit)]	(94,521)	4,189,773	2,791,484	2,356,968	163,000
Experience Adjustment of Plan Assets [Gain/(Loss)]	(216,810)	27,313	114,587	31,662	70,000
Experience Adjustment of obligation [Gain/(Loss)]	(2,589,103)	(263,349)	(355,596)	325,752	1,968,000

Disclosures for defined benefit plans based on actuarial reports as on March 31, 2015

	Leave Encashment (Non Funded)	
	2014-15 (₹)	2013-14 (₹)
A. Change in Defined Benefit Obligations :		
Present Value of Defined Benefit Obligations as at the beginning of the year	2,042,361	1,969,909
Current Service Cost	357,600	173,425
Interest Cost	171,404	142,531
Benefits Paid	(358,538)	(420,528)
Actuarial (Gains)/ Losses	521,171	177,024
Present Value of Defined Benefit Obligations as at the end of the year	2,733,998	2,042,361
B. Change in the Fair Value of Assets:		
Fair Value of Plan Assets at the beginning of the year	—	—
Expected Return on Plan Assets	—	—
Contributions by the Employer	—	—

Notes Forming Part of the Financial Statements as at March 31, 2015

	Leave Encashment (Non Funded)				
	2014-15 (₹)	2013-14 (₹)			
Benefits paid	–	–			
Actuarial Gains/ (Losses)	–	–			
Fair Value of Plan Assets at the end of the year	–	–			
C. Reconciliation of Present value of Defined Benefit Obligation and the Fair Value of Assets:					
Present Value of Defined Benefit Obligations as at the end of the year	2,733,998	2,042,361			
Fair Value of Plan Assets at the end of the year	–	–			
Liability /(Assets) recognized in the Balance Sheet	2,733,998	2,042,361			
D. Expenses recognized in the Statement of Profit and Loss :					
Current Service Cost	357,600	173,425			
Interest Cost	171,404	142,531			
Expected Return on Plan Assets	–	–			
Net Actuarial (Gain)/ Loss	521,171	177,024			
Total Expenses recognized in the Statement of Profit and Loss *	1,050,175	492,980			
E. Principal Actuarial Assumptions used :					
Discounted Rate (per annum) Compound	7.80%	9.20%			
Expected Rate of return on Plan Assets	–	–			
Rate of Salary increase (per annum)	7.00%	5.00%			
F. Experience History :	2014-15 (₹)	2013-14 (₹)	2012-13 (₹)	2011-12 (₹)	2010-11 (₹)
Net Assets/(Liability) recognized in Balance Sheet (including experience adjustment impact)					
Present Value of Defined Benefit Obligations	2,733,998	2,042,361	1,969,909	1,515,529	1,644,433
Fair Value of Plan Assets	–	–	–	–	–
Status [Surplus/(Deficit)]	(2,733,998)	(2,042,361)	(1,969,909)	(1,515,529)	(1,644,433)
Experience Adjustment of Plan Assets [Gain/(Loss)]	–	–	–	–	–
Experience Adjustment of obligation [(Gain)/Loss]	142,880	277,500	250,532	195,748	114,000

*Included in "Salaries, Wages and Bonus" and "Contribution to Provident Fund, Gratuity and Other Funds" under "EMPLOYEE BENEFITS EXPENSE" on Note 25.

The expected return on Plan Assets is based on the actuarial expectation of the average long-term rate of return expected. The discount rate is based on the prevailing market yields on Government bonds as at the balance sheet date.

The contributions expected to be made by the Company for the year 2015-16 is not ascertained.

28.4 Unhedged Foreign Currency exposures as on March 31, 2015 are as follows :-

Nature	Currency	Current year amount in Foreign Currency	Previous year amount in Foreign Currency
Amount receivable on account of sale of goods, loans and advances, interest, etc.	USD	2,142,355.09	2,211,439.67
	CDN	1,117,620.69	153,406.00
	AUD	1,719,601.12	543,893.87
Amount payable on account of purchase of goods and services, loans and advances, interest, etc.	USD	3,765,613.98	4,486,742.09
	GBP	6,291.85	5,036.08
	CDN	295,147.21	172,610.65
	AUD	7,480.00	–

Notes Forming Part of the Financial Statements as at March 31, 2015

	Year ended 31.03.2015	Year ended 31.03.2014
28.5 Earning Per Share (EPS) :		
a) Profit / (Loss) attributable to Shareholders (₹)	42,759,746	83,720,295
b) Weighted average number of Equity Shares	67,500,000	67,500,000
c) Nominal Value of Equity Share (₹)	1	1
d) Basic and Diluted EPS (₹)	0.63	1.24

28.6 Segment information for the year ended March 31, 2015

(i) Information about primary business segments

(Amount in ₹)

	Conveyor Belting		Wind Energy		Trading Goods		Unallocated Corporate		Total Amount	
	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14
a Segment Revenue										
Sale and Services to External customers	956330983	1328248615	28702485	31985232	19407292	25766928	-	-	1004440760	1386000775
Other operating revenue	-	-	-	-	-	-	1769353	9276036	1769353	9276036
Gross Turnover	956330983	1328248615	28702485	31985232	19407292	25766928	1769353	9276036	1006210113	1395276811
Less : Excise Duty / Service tax recovered	32263252	45395697	-	-	-	-	-	-	32263252	45395697
Net Turnover	924067731	1282852918	28702485	31985232	19407292	25766928	1769353	9276036	973946861	1349881114
b Segment Results	99931253	203392582	18895766	4316877	2928873	4966520	-	-	121755892	212675979
Unallocated Corporate Expenses	-	-	-	-	-	-	(36698887)	(58529554)	(36698887)	(58529554)
	99931253	203392582	18895766	4316877	2928873	4966520	(36698887)	(58529554)	85057005	154146425
Interest Expenses	-	-	(1564425)	(3515018)	-	-	(46801722)	(43251483)	(48366147)	(46766501)
Interest Income	-	-	-	-	-	-	25294383	19015751	25294383	19015751
Profit/(Loss) before Tax and Exceptional Items	99931253	203392582	17331341	801859	2928873	4966520	(58206226)	(82765286)	61985241	126395675
Exceptional Items	-	-	-	-	-	-	-	-	-	-
Profit / (Loss) Before Tax	99931253	203392582	17331341	801859	2928873	4966520	(58206226)	(82765286)	61985241	126395675
Income Taxes	-	-	-	-	-	-	(19225495)	(42675380)	(19225495)	(42675380)
Profit After Tax	99931253	203392582	17331341	801859	2928873	4966520	(77431721)	(125440666)	42759746	83720295
c Segment Assets	697361730	708374936	56957468	62047717	9704862	10235413	-	-	764024060	780658066
Unallocated Corporate Assets	-	-	-	-	-	-	811760177	768865945	811760177	768865945
Total Assets	697361730	708374936	56957468	62047717	9704862	10235413	811760177	768865945	1575784237	1549524011
d Segment liabilities	(180001088)	(231455801)	(4016919)	(22029641)	-	-	-	-	(184018007)	(253485442)
Unallocated Corporate Liabilities	-	-	-	-	-	-	(564408571)	(483507783)	(564408571)	(483507783)
Total Liabilities	(180001088)	(231455801)	(4016919)	(22029641)	-	-	(564408571)	(483507783)	(748426578)	(736993225)
e Cost incurred during the period to acquire segment fixed assets	5478993	197328557	-	-	-	-	6025580	2089539	11504573	199418096
f Depreciation / Amortisation	39742780	37234435	4854166	21507790	-	-	3407961	1289634	48004907	60031859
g Non cash expenses other than Amortisation	-	-	-	-	-	-	-	-	-	-

Notes Forming Part of the Financial Statements as at March 31, 2015

- Note : (a) Conveyor Belting segment includes manufacturing and sale of PVC Conveyor Belting
 (b) Wind Energy Segment includes generation, supply and sale of Wind Power (Electricity).
 (c) Unallocated / Corporate Segment includes Corporate, Administrative and Financing activity.

28.6 (ii) Information about secondary Business Segments

(Amount in ₹)

Particulars	2014-15	2013-14
Revenue by geographical market		
Sale of products		
Domestic	332,713,882	458,854,016
Export	671,726,878	927,146,759
Total	1,004,440,760	1,386,000,775
Assets		
Trade Receivables		
Within India	79,920,403	91,714,650
Outside India	228,998,106	163,586,064
Total	308,918,509	255,300,714

28.7 Related Party Disclosure as required by Accounting Standard 18 "Related Party Disclosures" are as follows :

- (a) Associates:
- 1) None
- (b) Subsidiaries :
- 1) International Belting Limited
 - 2) Conveyor Holdings Pte Limited, Singapore (w.e.f.25.04.2013)
 - 3) International Conveyors America Limited, INC (w.e.f.26.12.2014)
 - 4) International Conveyors Australia Pty Limited (Australia) (100% subsidiary of Conveyor Holdings Pte Limited, Singapore)
- (c) Key Management Personnel :
- Mr. R. K. Dabriwala – Managing Director
- (d) Enterprises where key management personnel and their relatives have substantial interest and /or significant influence :
- 1) R.C.A. Limited
 - 2) Pure Coke Limited
 - 3) Elpro International Limited
 - 4) I G E (India) Private Limited



Details of transaction made with Related Parties during the year :

Nature of transaction	International Belting Limited		Conveyor Holdings Pte Limited		International Conveyors Australia Pty. Limited		International Conveyors America Limited, LLC		R.C.A. Limited		Pure Coke Limited		I G E (India) Private Limited		Eipro International Limited		Key Management		
	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	
Remuneration	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	2013-14
Interest on Loan																			
Received	804,794	999,951	521,525	-	-	88,228	-	-	-	-	1,776,847	7,262,473	-	-	4,377,027	6,175,849	-	-	
Paid	-	-	-	-	-	-	-	-	252,329	-	-	-	-	-	-	-	-	-	-
Rent Received	-	-	-	-	-	-	-	-	29,760	-	-	-	-	-	-	-	-	-	-
Dividend Income																			
On Preferential Shares	-	-	-	-	-	-	-	-	-	-	-	-	-	-	1,800,000	1,800,000	-	-	
On Equity Shares	-	-	-	-	-	-	-	-	27,096	-	-	-	-	-	-	-	-	-	-
Inter Corporate Deposits :																			
Loan Given	1,760,000	8,150,000	21,439,875	-	-	9,245,250	-	-	-	-	116,171,225	277,640,000	-	-	87,500,000	124,600,000	-	-	
Repayment of Loan	-	108,351,023	-	-	-	-	-	-	-	-	88,496,225	344,035,824	-	-	148,000,000	64,600,000	-	-	
Loan Taken	-	-	-	-	-	-	-	-	-	-	8,003,775	7,294,176	-	-	-	-	-	-	
Loan Repaid	-	-	-	-	-	-	-	-	-	-	8,003,775	7,294,176	-	-	-	-	-	-	
Reimbursement of Expenses (Net)	-	-	-	3,979,680	-	-	-	-	-	-	-	-	991,608	699,472	-	-	-	-	
Recovery of Expenses (Net)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	10,065	9,946	-	-	
Purchase of Shares	-	-	-	30,405,899	-	64	-	-	-	-	-	-	-	-	-	-	-	-	
Sale of Fixed Assets	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	74,813	-	
Sale of Materials/Services	-	-	-	-	81,044,801	65,894,795	40,182,597	-	-	-	-	-	-	-	-	-	-	-	
Purchase*	-	21,500,000	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Outstanding																			
Loan Given	8,628,543	6,144,229	21,961,400	-	-	9,333,478	-	-	-	-	42,160,387	12,886,225	-	-	8,997,588	65,558,264	-	-	
Sale of Materials/Services	-	-	-	-	87,266,312	29,909,825	40,042,683	-	-	-	-	-	-	-	-	-	-	-	
Sale of Fixed Assets	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	74,813	-	-	
Rent Receivable	-	-	-	-	-	-	-	-	-	29,760	-	-	-	-	-	-	-	-	
Dividend Receivable	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Reimbursement of Expenses	-	-	-	-	-	-	-	-	-	-	-	-	-	-	3,600,000	1,800,000	-	-	
Recovery of Expenses	-	-	-	-	-	-	-	-	-	-	-	-	25,388	-	-	-	-	-	
Corporate Guarantee given and outstanding	-	-	-	-	-	-	-	-	-	-	-	-	-	-	145,000,000	145,000,000	-	-	

*During the previous year, pursuant to agreement, the Company had acquired all assets and liabilities of PVC Belting industrial undertaking of its wholly owned subsidiary, International Belting Limited situated at Falta SEZ South 24 Parganas, West Bengal on a going concern basis with effect from April 19, 2013 at a lump sum consideration of ₹21,500,000/-.

Notes Forming Part of the Financial Statements as at March 31, 2015

28.8 Value and percentage of Imported and Indigenous Raw Materials, Stores and Loose Tools consumed

Particulars	2014-15		2013-14	
	₹	%	₹	%
(a) Raw Materials :				
Imported	331,961,754	60	355,618,270	51
Indigenous	219,428,915	40	336,332,385	49
Total	551,390,669	100	691,950,655	100
(b) Stores, Spares & Components :				
Imported	312,863	15	138,317	4
Indigenous	1,837,394	85	3,056,040	96
Total	2,150,257	100	3,194,357	100

28.9 C.I.F Value of Imports :

Particulars	2014-15	2012-13
(a) Raw Materials	275,941,370	375,798,719
(b) Capital Goods	-	4,003,784
(c) Trading Goods	15,006,012	10,183,123
Total	290,947,382	389,985,626

28.10 Expenditure in Foreign Currency :

Travelling Expenses	1,704,711	2,976,318
Postage & Telegram	53,638	92,143
Commission	20,608,474	25,792,156
Freight Expenses	15,170,488	59,620,927
Interest on PCFC & FCNRB DL Loan	2,727,360	2,941,275
Interest on LC- Buyers Credit	1,067,401	1,746,210
Testing Expenses	67,873	496,800
Other Expenses	20,097,386	11,471,133
Total	61,497,331	105,136,962

28.11 Earning in Foreign Currency :

Export of Beltings at F.O.B. Value	647,320,444	890,631,038
Total	647,320,444	890,631,038

28.12 In the opinion of the Board of Directors, current assets and loans and advances have the value at which these are stated in the Balance Sheet, unless otherwise stated and adequate provisions for all known liabilities have been made and are not in excess of the amount reasonably required.

28.13. Previous year's figures have been re-arranged/re-grouped wherever necessary.

Note 1 to 28.13 forms an integral part of the Financial Statements.

As per our report of even date

For & on behalf of the Board

For **LODHA & CO.**
Chartered Accountants

R. K. Dabriwala
Managing Director

M.P.Jhunjunwala
Director

H. K. Verma
Partner

A. K. Gulgulia
Chief Financial Officer

Place : Kolkata
Date : May 30, 2015

Form No. AOC-1

Statement pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014 in the prescribed Form AOC-1 relating to subsidiary companies

Sl.No	Name of the Subsidiary Company	Reporting Currency	Exchange Rate	Share Capital	Reserves & Surplus	Total Assets	Total Liabilities	Investments	Turnover	Profit before Taxation	Provision for Taxation	Profit after Taxation	Proposed Dividend	% of Shareholding
1	International Belting Limited	INR	1	7,500,000	77,474,771	93,790,204	8,815,493	24,000	12,508,682	11,270,142	2,300,000	8,970,142	-	100
2	Conveyor Holdings PTE Limited*	USD	62.59	31,301,259	(77,355,357)	133,329,155	179,383,253	-	87,725,706	(54,496,299)	-	(54,496,299)	-	100
3	International Conveyors America Limited, INC.	USD	62.59	62.59	(8,580,839)	44,444,721	53,025,497	-	26,260,886	(8,580,839)	-	(8,580,839)	-	100

Note :

1. Indian rupee equivalents of the figures given in foreign currencies in the accounts of the subsidiary companies, are based on the exchange rates as on 31.03.2015.
- 2.* Includes information of its wholly owned subsidiary International Conveyors Australia Pty Limited.

For **LODHA & CO.**
Chartered Accountants

H. K. Verma
Partner

Place : Kolkata

Date : May 30, 2015

For & on behalf of the Board

M.P. Jhunjhunwala
Director

R. K. Dabriwala
Managing Director

A. K. Gulgulia
Chief Financial Officer



CONSOLIDATED ACCOUNTS

Independent Auditors' Report

To the Members of International Conveyors Limited

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of International Conveyors Limited (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiary together referred to as "the Group") comprising of the Consolidated Balance Sheet as at March 31, 2015, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the Consolidated Financial Statements").

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with Rule 7 of Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the 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 consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated 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 Holding Company has an adequate internal financial control system over financial reporting in place 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 Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us the aforesaid consolidated 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 consolidated state of affairs of the Group as at 31st March 2015, their consolidated Loss and their consolidated Cash Flows for the year ended on that date.

Other Matters

- a) We did not audit the financial statements / consolidated financial statements / financial information of two subsidiaries, whose financial statements / consolidated financial statements/ financial information reflect total assets of ₹1,60,797,755 as at 31st March, 2015, total revenues of ₹ 1,11,346,849 and net cash flows amounting to ₹ 30,34,501 for the year ended on that date, as considered in the consolidated financial statements. These financial statements / consolidated financial statements/financial

Independent Auditors' Report

information are unaudited and have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, is based solely on such unaudited financial statements / consolidated financial statements/financial information. In our opinion and according to the information and explanations given to us by the Management, these financial statements / consolidated financial statements/ financial information are not material to the Group.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the financial statements certified by the management.

Report on Other Legal and Regulatory Requirements

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, based on the comments in the auditors' reports of the Holding Company and subsidiary company incorporated in India, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

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 of the aforesaid consolidated financial statements;
- b) In our opinion proper books of accounts as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books ;
- c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements;
- d) In our opinion, the Consolidated Balance Sheet, the Consolidated Statement of Profit and loss and the Consolidated Cash Flow Statement 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 of the Holding Company and the subsidiary company incorporated in India, as on March 31, 2015, taken on record by the Board of Directors of the Company and the subsidiary company incorporated in India, none of the directors of the company and its subsidiary company incorporated in India is disqualified as on March 31, 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 Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. Pending litigations (Other than those already recognised in the consolidated accounts) having material impact on the financial position of the Group have been disclosed in the consolidated financial statement as required in terms of the accounting standards and provisions of the Companies Act, 2013– refer Note 27.1 and 27.1.1 of the consolidated financial statements;
 - ii. The Group does not have any long-term contracts, including derivative contracts, for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the subsidiary company incorporated in India.

For **Lodha & Co.**
Chartered Accountants
Firm's ICAI Registration No.:301051E

H.K. Verma
Partner
Membership No: 055104

Place: Kolkata
Date: May 30, 2015

Annexure to the Auditor's Report of even date:

- i. (a) The Group has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) The respective management of the Group during the year has physically verified all fixed assets. According to the information and explanations given to us, there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the Group and nature of its assets. As explained, no material discrepancies have been noticed on such verification.
- ii. (a) As explained to us, the inventories of the Holding company except materials lying with the third parties have been physically verified by the management of the Holding company at reasonable intervals during the year / at the year-end. In our opinion and according to the information and explanations given to us, the frequency of the verification is reasonable. The subsidiary company does not have any inventories.
- (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories except in respect of materials lying with third parties followed by the management of the Holding company is reasonable and adequate in relation to the size of the Group and nature of its business.
- (c) On the basis of examination of the records of inventory and according to the information and explanations given to us, we are of the opinion that the Holding company is maintaining proper records of inventory. Discrepancies noticed on the physical verification of stocks were not material.
- iii. According to the information and explanations given to us, the Group has granted unsecured loans to companies which are covered in the register maintained under Section 189 of the Act.
 - (a) In respect of the loans granted by the Group, there were no stipulations with respect to repayment of principal amounts. As such, we are unable to comment on the regularity or otherwise of repayment of such loans. However, the Group is regular in receiving the interest on such loans.
 - (b) As informed to us, having regard to the terms and conditions of the loans, there are no overdue amount outstanding in respect of such loans and interest thereon.
- iv. In our opinion and according to information and having regard to the explanation given to us that certain items of raw materials are of special nature and comparative alternative quotations are not obtained, in our opinion the internal control procedures of the Holding Company relating to purchase of inventory, fixed assets and for the sale of the goods are commensurate with the size of the Group and the nature of its business. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal controls.
- v. The Group has not accepted any deposits from public covered under Sections 73 to 76 or any other relevant provisions of the Act and rules framed thereunder.
- vi. We have broadly reviewed the books of account maintained by the Holding Company pursuant to the rules made by Central Government for the maintenance of cost records under section 148(1) of the Act and we are of the opinion that prima-facie, the prescribed accounts and records have been maintained. We have not, however, made a detailed examination of the records with a view to determine whether these are accurate or complete.
- vii. (a) According to the information and explanations given to us, the Group has generally been regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Employees State Insurance, Income Tax, Professional Tax, Sales Tax, Wealth tax, Service Tax, Excise Duty, Cess and any other statutory dues applicable to it. However, according to the information and explanations given to us, there is no undisputed amounts payable in respect of these which were in arrears as on March 31, 2015 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, the details of sales tax, income tax, customs duty, wealth tax, excise duty, service tax, and Cess not deposited on account of any dispute are as follows:

Name of the Statute	Nature of the Dues	Relating to the year	Amount (₹)	Forum where dispute is Pending
Income Tax Act, 1961	Income Tax	2003-2004 to 2009-2010	5,579,647	Commissioner of Income Tax (Appeals)

Annexure to the Auditor's Report of even date:

- (c) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company in accordance with the relevant provisions of the Companies Act 1956(1 of 1956) and rules made thereunder. Further, there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Subsidiary company.
- viii. The Group does not have any accumulated losses as at the end of the financial year and the Group has not incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year.
- ix. In our opinion and on the basis of information and explanations given to us by the management, we are of the opinion that the Group has not defaulted in repayment of dues to financial institutions and banks. There are no debenture holders.
- x. In our opinion, and according to the information and explanations given to us, the terms and conditions of the corporate guarantees given to bank by the Holding Company for bodies corporate for ₹145,000,000 are, prima facie, not prejudicial to the interest of the Group.
- xi. According to the information and explanations given to us, the term loans taken by Holding company have been applied for the purposes for which the loans were obtained.
- xii. During the course of our examination of the books of account carried out in accordance with generally accepted auditing practices in India, we have neither come across any incidence of fraud on or by the Group nor have we been informed of any such case by the Management.

For **Lodha & Co.**
Chartered Accountants
Firm's ICAI Registration No.:301051E

H.K. Verma
Partner
Membership No: 055104

Place: Kolkata
Date: May 30, 2015

Consolidated Balance Sheet as at March 31, 2015

(Amount in ₹)

Particulars	Note No.	As at March 31, 2015	As at March 31, 2014
I. EQUITY AND LIABILITIES			
(1) Shareholders' Fund			
(a) Share capital	2	67,500,250	67,500,250
(b) Reserves and surplus	3	675,884,871	709,790,901
(2) Non-current liabilities			
(a) Long-term borrowings	4	7,319,568	37,819,169
(b) Deferred tax liabilities (Net)	5	–	1,936,892
(c) Others		738,709	–
(3) Current liabilities			
(a) Short-term borrowings	6	542,892,311	456,142,552
(b) Trade payables	7	137,604,074	150,668,075
(c) Other current liabilities	8	113,299,004	107,204,327
(d) Short-term provisions	9	23,138,872	21,785,268
TOTAL		1,568,377,659	1,552,847,434
II. ASSETS			
(1) Non-current assets			
(a) Goodwill on consolidation		10,113,526	10,113,526
(b) Fixed assets			
(i) Tangible assets	10	230,904,603	273,366,896
(ii) Intangible assets	10	1,875,065	1,551,526
(iii) Capital work-in-progress		25,812,868	24,919,122
(c) Non-current investments	11	424,742,604	318,820,554
(d) Deferred tax assets (Net)	5	3,762,615	–
(e) Long-term loans and advances	12	21,091,653	75,746,450
(f) Other non-current assets	13	8,432,860	25,001,200
(2) Current assets			
(a) Inventories	14	236,416,151	223,015,168
(b) Trade receivables	15	251,868,193	231,893,554
(c) Cash and Bank balances	16	57,828,792	58,691,273
(d) Short-term loans and advances	17	287,065,088	294,993,160
(e) Other current assets	18	8,463,641	14,735,005
TOTAL		1,568,377,659	1,552,847,434

Summary of significant accounting policies

1

Notes to consolidated financial statements

2-27

The notes are an integral part of the consolidated Financial Statements

As per our report of even date

For **LODHA & CO.**

Chartered Accountants

H. K. Verma

Partner

Place : Kolkata

Date : May 30, 2015

For & on behalf of the Board

R. K. Dabriwala
Managing Director

M.P.Jhunjunwala
Director

A. K. Gulgulia
Chief Financial Officer

**Consolidated Statement of Profit and Loss** for the year ended March 31, 2015

(Amount in ₹)

Particulars	Note No.	For the year ended March 31, 2015	For the year ended March 31, 2014
REVENUE			
Revenue from Operations	19	957,983,798	1,317,991,848
Other Income	20	43,885,951	31,046,089
Total Revenue		1,001,869,749	1,349,037,937
EXPENSES			
Cost of Materials consumed	21	560,145,282	664,237,858
Purchase of Stock in Trade	22	17,071,473	15,347,908
Changes in Inventories of Finished Goods, Work in Progress & Stock in Trade	23	(34,765,536)	71,350,205
Employee Benefits Expense	24	125,014,113	91,843,948
Finance Costs	25	51,689,626	47,673,456
Depreciation and Amortization Expense	10	48,222,355	61,136,362
Other Expenses	26	242,548,347	307,380,332
Total Expenses		1,009,925,660	1,258,970,069
Profit before tax		(8,055,911)	90,067,868
Tax Expense			
Current		23,300,000	46,800,000
Mat Credit reversal related to earlier years		–	524,425
Less : Mat Credit		–	–
Deferred Tax Charge/(Credit)		(1,774,505)	(4,373,291)
		21,525,495	42,951,134
Profit after tax		(29,581,406)	47,116,734
Earning per Equity Share			
-Basic		(0.44)	0.70
-Diluted		(0.44)	0.70

Summary of significant accounting policies

1

Notes to consolidated financial statements

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The notes are an integral part of the consolidated Financial Statements

As per our report of even date

For **LODHA & CO.**

Chartered Accountants

H. K. Verma

Partner

Place : Kolkata

Date : May 30, 2015

For & on behalf of the Board

R. K. Dabriwala

Managing Director

M.P.Jhunjunwala

Director

A. K. Gulgulia

Chief Financial Officer

Consolidated Cash Flow Statement for the year ended March 31, 2015

(Amount in ₹)

	Year ended March 31, 2015	Year ended March 31, 2014
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before Tax	(8,055,911)	90,067,868
Adjustment for		
Depreciation	48,222,355	61,136,362
Provision for Bad and Doubtful Debts	3,302,864	–
(Profit)/Loss on sale of Fixed Assets (Net)	674,948	(66,288)
Liquidated Damages / Rebate & discount	3,562,280	2,460,964
Dividend from Long Term Investment	(1,970,441)	(1,905,791)
Finance Costs	51,689,626	47,673,456
Interest Income	(36,389,435)	(28,921,284)
Foreign Exchange (Gain) / Loss on capital assets	–	49,776
Foreign Exchange (Gain) / Loss on foreign currency cash and cash equivalents	(101,038)	–
Liability/Provision for doubtful deposit written off/ (back) (Net)	(201,255)	(648,573)
Operating profit before working capital changes	60,733,993	169,846,490
Adjustment for		
Trade and other receivables	34,469,010	50,673,266
Inventories	(13,400,983)	17,661,973
Trade and other payables	24,187,288	(14,240,514)
	45,255,315	54,094,725
Cash generated from Operation	105,989,308	223,941,215
Direct Taxes (Paid)/Refund received	(19,042,745)	(45,964,351)
Net Cash from/(used in) Operating Activities	86,946,563	177,976,864
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	(19,702,014)	(205,545,022)
Sale of Fixed Assets	1,001,704	181,175,941
(Purchase)/Sale of Investments	(105,922,050)	–
Advance against Capital Assets/Investments	–	10,852,953
(Loans Given)/Recovery of loan given to bodies corporate	10,045,563	(124,172,689)
Dividend received	170,441	105,791
Deposits with bank (original maturity more than 3 months)	(5,361,694)	(4,416,800)
Interest received	44,690,799	8,895,070
Net Cash from/(used in) Investing Activities	(75,077,251)	(133,104,756)

**Consolidated Cash Flow Statement** for the year ended March 31, 2015

(Amount in ₹)

	Year ended March 31, 2015	Year ended March 31, 2014
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds/(Repayments) from Borrowings	36,191,196	56,844,679
Dividend Paid (Including Corporate Dividend Tax thereon)	(19,755,936)	(19,660,409)
Interest paid	(51,198,125)	(47,399,470)
Net cash from/(used in) Financing Activities	(34,762,865)	(10,215,200)
Net increase/(Decrease) in Cash and Cash Equivalents	(22,893,553)	34,656,908
Cash and Cash Equivalents at the beginning of the year	44,705,273	10,048,365
Exchange difference on translation of foreign currency cash and cash equivalents	101,038	—
Cash and Cash Equivalents at the end of the year (Refer Note 16)	21,912,758	44,705,273

Note :

Cash flow statement has been prepared under the indirect method as set out in the Accounting Standard (AS) 3 : "Cash Flow Statements" as specified in the Companies (Accounting Standards) Rules, 2006.

As per our report of even date
For **LODHA & CO.**
Chartered Accountants
H. K. Verma
Partner
Place : Kolkata
Date : May 30, 2015

For & on behalf of the Board
R. K. Dabriwala
Managing Director
M.P.Jhunjunwala
Director
A. K. Gulgulia
Chief Financial Officer

Notes Forming Part of the Consolidated Financial Statements as at March 31, 2015

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES OF CONSOLIDATED ACCOUNTS

1.1 The Consolidated Financial Statements have been prepared in accordance with the Accounting Standard (AS) – 21 on “Consolidated Financial Statements”, notified vide Companies (Accounting Standards) Rules, 2006.

1.2 The Consolidated Financial Statements relate to International Conveyors Limited (the Company), and its subsidiaries. The details are as given below:

Name of the subsidiaries	Country of Incorporation	Proportion of ownership interest
International Belting Limited	India	100%
Conveyor Holdings Pte Limited	Singapore	100%
International Conveyors Australia Pty Limited (acquired 100% share through wholly owned subsidiary Conveyor Holdings Pte Limited)	Australia	
International Conveyors America Limited, INC	United States of America	100%

1.3 CONSOLIDATION PROCEDURE:

- i. The financial statements of the parent company and its subsidiaries have been prepared based on a line-by-line consolidation by adding together the book value of like items of assets and liabilities, revenue and expenses as per the respective financial statements. Intra group balances, intra group transactions and the unrealised profits on stocks arising out of intra group transaction have been eliminated.
- ii. As far as possible, the consolidated financial statements are prepared using uniform accounting policies for similar material transactions and other events in similar circumstances otherwise as stated elsewhere.
- iii. The difference between the cost of investments in the subsidiaries, over the net assets at the time of acquisition of shares in the subsidiaries is recognised in the financial statements as Goodwill or Capital Reserve as the case may be.
- iv. In terms of AS-11 on “The effects of changes in Foreign Exchange Rates”, foreign subsidiaries of the company are not integral to the operations of the company. Financial statements of these subsidiaries have been translated at following exchange rates:
 - a) Revenue and Expenses : At the date of transaction or at rates that closely approximate the rate at the date of the transaction.
 - b) All assets and Liabilities : At the closing exchange rates prevailing at the year end.
 - c) All resulting exchange differences are accumulated in a foreign currency translation reserve until the disposal of the net investment.

1.4 Investments other than in subsidiary have been accounted as per AS-13 on “Accounting for Investments.”

1.5 Other significant accounting policies :

1.5.1 General

The consolidated financial statements have been prepared under the historical cost convention in accordance with the provision of the Companies Act, 2013 and mandatory Accounting Standards as prescribed under section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and other recognized accounting practices. Accounting policies unless specifically stated to be otherwise, are consistent and are in consonance with Generally Accepted Accounting Principle.

1.5.2 Use of Estimates

The preparation of consolidated financial statements require management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosures relating to contingent liabilities and assets as at the Balance Sheet date and the reported amounts of revenues and expenses during the year. Difference between the actual results and the estimates are recognized in the year in which the results are known/ materialized.

1.5.3 Fixed Assets, Depreciation and Amortization

1.5.3. (i) Tangible Assets

- a) Gross Block

Tangible Assets are stated at cost of acquisition with subsequent improvements thereto. Cost of acquisition includes taxes, duties, inward freight and installation expenses.



Notes Forming Part of the Consolidated Financial Statements as at March 31, 2015

Expenditure incurred on improvements/modifications of fixed assets that increases the future benefits from the existing asset beyond its previously assessed standard of performance, e.g., increase in capacity / efficiency, are capitalized.

- b) Depreciation is provided on written down value method as per Schedule II of the Companies Act, 2013 based on the useful life of the assets. However assets costing ₹ 5,000/- or less are depreciated fully in the year of addition. Leasehold land is amortized over the period of lease.

Additions on account of improvements/ modifications, which becomes an integral part of the existing asset and either do not have separate identity and/or are not capable of being used after the existing asset is disposed off, are depreciated over the remaining useful life of the assets (improved /modified) they are attached with.

1.5.3. (ii) Intangible Assets

Intangible assets are stated at cost of acquisition less accumulated amortization. Computer software packages are amortized over a period of five years on straight line basis.

1.5.4 Investments

Non-Current investments are stated at cost less provision for diminution other than temporary in nature. Current investments are carried at lower of cost and fair value.

1.5.5 Inventories

- a) Inventories are valued at lower of the cost and net realizable value. The cost in respect of raw materials and stores and spares is determined on FIFO basis and in respect of finished goods and stock in process is determined on average basis. Cost of raw materials and stores and spares include the taxes and duties other than those recoverable from taxing authorities and expenses incidental to the procurement of the same. Cost in case of stock-in-process and finished goods represent prime cost and appropriate portion of overheads.
- b) Custom duty on bonded materials and excise duty on finished goods at factory are accounted for and included in cost of inventory.

1.5.6 Impairments

Fixed Assets are reviewed at each Balance Sheet date for impairment. In case events and circumstances indicate any impairment, recoverable amounts of fixed assets is determined. An impairment loss is recognized, whenever the carrying amount of assets belonging to the Cash Generating Unit (CGU) exceeds recoverable amount. The recoverable amount is the greater of assets net selling price or its value in use. In assessing the value in use, the estimated future cash flows from the use of assets are discounted to their present value as appropriate. An impairment loss is reversed if there has been change in the recoverable amount and such loss either no longer exists or has decreased. Impairment loss/reversal thereof is adjusted to the carrying value of the respective assets, which in case of CGU, are allocated to its assets on a prorate basis.

1.5.7 Foreign Currency Transaction

Transactions in Foreign Currencies are accounted for at the exchange rate prevailing as on the date of the transaction. Foreign Currency monetary assets and liabilities at the year end are translated using closing rates whereas non monetary assets are translated at the rate on the date of transaction. The loss or gain thereon and also on the exchange differences on settlement of the foreign currency transaction during the year are recognized as revenues or expenses in the Statement of Profit and Loss.

1.5.8 Revenue Recognition

- a) All expenses and revenue to the extent considered payable and receivable respectively, unless specifically stated to be otherwise, are accounted for on mercantile basis.
- b) Insurance and other claims are accounted for as and when admitted or realized.
- c) Dividend is recognized when the right to receive is established.

1.5.9 Sales

Revenue from sale of goods is recognized at the point of dispatch to the customers. Gross sales include excise duty and rebate, discounts, claims, returns, central sales tax (CST) / value added tax (VAT) etc., are excluded there from.

Sale of Electricity is accounted for on delivery of Electricity to grid in terms of agreement with the Electricity Board.

1.5.10 Expenses

Expenses under primary heads such as salary, wages, consumption of stores etc., are being shown under respective heads and

Notes Forming Part of the Consolidated Financial Statements as at March 31, 2015

have not been functionally reclassified.

1.5.11 Employee Benefits

Short term employee benefit are recognized as expenses at the undiscounted amount in the Statement of Profit and Loss of the year in which the related service is rendered.

The Company has Defined Contribution Plan for its employees retirement benefits comprising of Provident Fund and Pension Fund. The Company makes regular contribution to Provident Fund, which are fully funded and administered by the Government. Contributions are recognized in Statement of Profit and Loss on accrual basis.

The Company has Defined Benefit Plan comprising of Gratuity and Leave Encashment schemes. The Company contributes to the Gratuity Fund under the Group Gratuity Cash Accumulation Scheme with Life Insurance Corporation (LIC) for future payment of gratuity liability to its employees. Consequent to the adoption of Accounting Standard 15 (AS 15 Revised) on "Employee Benefits", the liability for the Gratuity and Leave Encashment as at the year end has been determined on the basis of an independent actuarial valuation in accordance with the method stated in AS 15 Revised and such liability has been adjusted/ provided in these financial statements.

The actuarial gain and losses comprise experience judgment and are recognized in the Statement of Profit and Loss in the year in which they arise.

1.5.12 Grants

- a) Government Grants including subsidy are accounted for as and when realized.
- b) Grants, other than those related to specific assets which are adjusted there against, are treated either under capital or revenue account depending upon the nature of the same.

1.5.13 Borrowing Cost

Borrowing Cost incurred in relation to acquisition or construction of fixed assets are allocated to the fixed assets. Other borrowing cost are recognized as finance cost in the year in which they are incurred.

1.5.14 Income Tax

Provision for Tax is made for current tax and deferred tax. Current tax is provided on the taxable income using the applicable tax rates and tax laws. Deferred tax assets and/or liabilities arising on account of timing difference, which are capable of reversal in subsequent periods are recognized using tax rates and tax laws, which has been enacted or substantively enacted. Deferred tax assets are recognized only to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets will be realized. In case of carry forward of unabsorbed depreciation and tax losses, deferred tax assets are recognized only if there is "virtual certainty" that such deferred tax assets can be realized against future taxable profits.

1.5.15 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 Assets are neither recognized nor disclosed in the financial statement. Contingent Liabilities, if material, are disclosed by way of notes.

Notes Forming Part of the Consolidated Financial Statements as at March 31, 2015

(Amount in ₹)

Particulars	Reference Note No.	As at March 31, 2015	As at March 31, 2014
2 SHARE CAPITAL			
Authorised Shares			
98,000,000 (98,000,000) Equity Shares of ₹1/- each		98,000,000	98,000,000
20,000 (20,000) Preference Shares of ₹100/- each		2,000,000	2,000,000
		100,000,000	100,000,000
Issued, Subscribed and Fully Paid-up Shares:			
67,500,000 (67,500,000) Equity Shares of ₹ 1/- each		67,500,000	67,500,000
(Out of the above, 33,750,000 equity shares of ₹ 1/- each were allotted as fully paid-up bonus shares during the financial year ended on 2009-2010.)			
Forfeited Shares		250	250
		67,500,250	67,500,250

- 2.1 Out of the above issued shares, the company has only one class of equity shares having a par value of ₹1/- each. The dividend proposed by the Board of Directors is subject to the approval of shareholders in the ensuing Annual General Meeting. Each holder of equity shares is entitled to one vote per share. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amount in proportion of their shareholding. The Board of Directors has approved dividend of ₹ 0.25 per share (25%), subject to approval of shareholders in the ensuing Annual General Meeting.
- 2.2 There is no movement in the number of shares outstanding at the beginning and at the end of the reporting period.
- 2.3 Details of the shareholders holding more than 5% shares of the total number of equity shares issued by the Company :

Name of the Shareholder	Ref Note No.	No. of Shares held as at March 31, 2015	No. of Shares held as at March 31, 2014
Rajendra Kumar Dabriwala		5,412,620	5,412,620
Surbhit Dabriwala		6,474,000	7,974,000
Yamini Dabriwala		6,409,900	6,409,900
Elara India Opportunities Fund Limited		6,500,000	6,500,000
Cresta Fund Limited		6,500,000	6,500,000
Ipro Funds Limited		–	6,500,000
Eriska Investment Fund Limited		6,500,000	–
Lotus Global Investments Limited		4,299,400	4,299,400
I GE (India) Private Limited	2.3.1	3,368,800	4,143,800

- 2.3.1 The percentage of share holding has been reduced from 6.14% to 4.99% on being sale/transfer of shares by IGE (India) Private Limited.

Notes Forming Part of the Consolidated Financial Statements as at March 31, 2015

(Amount in ₹)

Particulars	Reference Note No.	As at March 31, 2015	As at March 31, 2014
3 RESERVES AND SURPLUS			
Capital Reserve			
As per last Balance Sheet (Central Subsidy)		3,942,000	3,942,000
		3,942,000	3,942,000
General Reserve			
As per last Balance Sheet		510,000,000	450,000,000
Add : Transferred from Surplus		50,000,000	60,000,000
Less : Adjustment on account of depreciation pursuant to schedule II of Companies Act, 2013	10.2	7,623,013	–
		552,376,987	510,000,000
Securities Premium Account			
As per last Balance Sheet		188,550,000	188,550,000
		188,550,000	188,550,000
Surplus			
As per last Balance Sheet		7,298,901	39,925,074
Add : Net Profit After Tax transferred from Statement of Profit and Loss		(29,581,406)	47,116,734
Amount available for appropriation		(22,282,505)	87,041,808
Less : Appropriations			
- Transferred to General Reserve		50,000,000	60,000,000
- Proposed Equity Dividend		16,875,000	16,875,000
- Tax on Equity Dividend		3,435,353	2,867,907
		70,310,353	79,742,907
Net Surplus		(92,592,858)	7,298,901
Foreign Currency Translation Reserves		23,608,742	–
Total Reserves and Surplus		675,884,871	709,790,901

Particulars	Reference Note No.	As at March 31, 2015		As at March 31, 2014	
		Non-Current	Current	Non-Current	Current
4 LONG TERM BORROWINGS					
SECURED LOAN					
Term Loan					
From bank	4.1	2,173,706	30,130,000	32,904,522	51,400,000
		2,173,706	30,130,000	32,904,522	51,400,000
Vehicle Finance Loan					
From banks	4.2	2,407,751	1,515,556	2,178,479	798,961
From others	4.3	1,084,702	524,063	–	–
		3,492,453	2,039,619	2,178,479	798,961
		5,666,159	32,169,619	35,083,001	52,198,961
UNSECURED LOAN					
Sales Tax Deferment Loan	4.4	1,653,409	1,082,759	2,736,168	1,112,379
		1,653,409	1,082,759	2,736,168	1,112,379
		7,319,568	33,252,378	37,819,169	53,311,340

Notes Forming Part of the Consolidated Financial Statements as at March 31, 2015

4.1 Term loan referred above to the extent of:

- ₹3,330,000 (previous year ₹ 21,200,000) is secured by first charge on Wind Mill acquired and installed in Andhra Pradesh, Current Assets of the Company, both present and future and extension of equitable mortgage of the leasehold industrial plot at Maharashtra Industrial Development Corporation, Aurangabad. The loan carries interest at 2.60% above base rate.
- ₹28,973,706 (previous year ₹ 63,104,522) is secured by first charge on all fixed assets pertaining to Falta SEZ division of the company, both present & future, second charge on entire current assets of the said division of the Company both present & future, and is also secured by personal guarantee of one of the directors and corporate guarantee and is repayable in 21 quarterly installment commencing from June 2011. Last installment due in June 2016, rate of interest at 2.65% above base rate.

Year	Amount in ₹
2016-17	2,173,706

4.2 Vehicle Finance Loan from banks are secured by hypothecation of Vehicles acquired against the said loan and is repayable as follows :

(Amount in ₹)

Rate of Interest	2016-17	2017-18	2018-19
10.00%	1,263,434	223,085	–
10.50%	270,505	300,316	218,308
12.26%	132,103	–	–

4.3 Vehicle Finance Loan from others are secured by hypothecation of Vehicles acquired against the said loan and is repayable as follows:

(Amount in ₹)

Rate of Interest	2016-17	2017-18	2018-19
10.14%	364,776	28,879	–
11.71%	218,329	245,305	227,413

4.4 Sales Tax Deferment Loan is interest free and is payable as per the repayment schedule as follows :

Year	Amount in ₹
2016-2017	773,379
2017-2018	533,687
2018-2019	318,097
2019-2020	28,246

(Amount in ₹)

Particulars	Opening as at April 1, 2014	Adjustment*	Charge/ (Credit) during the year	As at March 31, 2015
5 DEFERRED TAX LIABILITIES/ (ASSETS)[NET]				
Deferred Tax Liability:				
On account of depreciation difference as per Income tax and books of account	2,187,043	(3,925,002)	1,043,256	(694,703)
Gross Deferred Tax Liability	2,187,043	(3,925,002)	1,043,256	(694,703)
Deferred Tax Assets:				
Employee Benefits	729,905	–	(1,708,799)	(978,894)
Provision for doubtful debt and deposit	(980,056)	–	(1,108,962)	(2,089,018)
Gross Deferred Tax Asset	(250,151)	–	(2,817,761)	(3,067,912)
Net Deferred Tax Liability / (Assets)[Net]	1,936,892	(3,925,002)	(1,774,505)	(3,762,615)

*Adjustment on account of depreciation pursuant to schedule II of the companies Act 2013 (Refer Note No. 10.2)

Notes Forming Part of the Consolidated Financial Statements as at March 31, 2015

(Amount in ₹)

Particulars	Reference Note No.	As at March 31, 2015	As at March 31, 2014
6 SHORT TERM BORROWINGS			
SECURED LOAN			
Working Capital Facility From Bank	6.1		
Repayable on demand		218,774,813	45,843,957
Others		194,556,526	339,467,802
		413,331,339	385,311,759
UNSECURED LOAN			
Others		129,560,972	70,830,793
		129,560,972	70,830,793
		542,892,311	456,142,552

6.1 Working Capital facility from Bank are secured by hypothecation of Holding Company's entire stock, book debts and other current assets both present and future and also secured by first charge on fixed assets of the Holding company, equitable mortgage of Leasehold industrial plot of Chikalthana Industrial Area (MIDC). This is further secured by personal guarantee by one of the directors of the Holding company.

7 TRADE PAYABLES			
Payables for Goods and Services	7.1 and 7.2	137,604,074	150,668,075
		137,604,074	150,668,075
7.1 Payables for Goods and Services include			
Acceptances		42,116,998	61,387,707
Creditors for raw materials/stores purchases		42,700,919	36,420,612

7.2 Disclosure of Trade Payables is based on the information available with the group regarding the status of the suppliers as defined under the "Micro, Small and Medium Enterprise Development Act, 2006" (the Act). There are no delays in payment made to such suppliers. There is no amount outstanding as at the Balance Sheet date.

8 OTHER CURRENT LIABILITIES			
Current Maturities of Long-term Term Loan	4	30,130,000	51,400,000
Current Maturities of Vehicle Finance Loan	4	2,039,619	798,961
Current Maturities of Sales Tax Deferment Loan	4	1,082,759	1,112,379
Interest accrued but not due on borrowings		159,238	476,552
Interest accrued and due on borrowings		1,048,929	240,114
Other Payables			
Unpaid Dividends	8.1	483,705	496,734
Other Payables	8.2 & 8.3	78,354,754	52,679,587
		113,299,004	107,204,327

8.1 This is not due for payment to Investor Education And Protection Fund.

8.2 Includes statutory dues (CST,PF,ESI,TDS etc.)

8.3 Includes ₹70,577,410 (Previous year ₹36,631,370) being trade related in nature payable by one of the Subsidiary Company.

9 SHORT TERM PROVISIONS			
Provision for employee benefits		2,828,519	2,042,361
Proposed Dividend		16,875,000	16,875,000
Tax on Proposed Dividend		3,435,353	2,867,907
		23,138,872	21,785,268



Notes Forming Part of the Consolidated Financial Statements as at March 31, 2015

Particulars	(Amount in ₹)										
	GROSS BLOCK				DEPRECIATION / AMORTISATION				NET BLOCK		
	As on 01.04.2014	Additions	Adjustments/ Deduction	As on 31.03.2015	Upto 31.03.2014	Adjusted With General Reserve (Refer Note 10.2)	For the Year	Adjustments/ Deduction	Upto 31.03.2015	As on 31.03.2015	As on 31.03.2014
10 FIXED ASSETS											
TANGIBLE ASSETS											
(a) Land (Leasehold)	1,120,489	-	-	1,120,489	188,599	-	18,247	-	206,846	913,643	931,890
(b) Buildings	64,028,328	2,305,793	-	66,334,121	14,956,721	2,728,019	4,726,964	-	22,411,704	43,922,417	49,071,607
(c) Plant & Equipment	304,806,753	8,527,963	6,134,113	307,200,603	151,826,721	8,391,958	31,275,899	5,023,656	186,470,922	120,729,661	152,980,032
(d) Wind Mill	267,143,526	-	-	267,143,526	211,340,785	-	4,854,166	-	216,194,951	50,948,575	55,802,741
(e) Electrical Installation	6,536,741	-	-	6,536,741	2,786,377	105,415	1,041,352	-	3,933,144	2,603,597	3,750,364
(f) Office Equipment	7,944,908	462,410	837,056	7,570,262	4,796,779	219,136	1,805,547	744,471	6,076,991	1,493,271	3,148,129
(g) Furniture & Fixtures	7,929,832	81,190	295,117	7,715,905	5,483,013	103,487	780,940	288,219	6,079,221	1,636,684	2,446,819
(h) Vehicles	8,263,690	7,127,839	1,526,906	13,864,623	3,028,376	-	3,239,706	1,060,194	5,207,888	8,656,735	5,235,314
TOTAL TANGIBLE ASSETS	667,774,267	18,505,195	8,793,192	677,486,270	394,407,371	11,548,015	47,742,821	7,116,540	446,581,667	230,904,603	273,366,896
Previous Year Tangible Assets	693,258,829	192,668,994	218,153,556	667,774,267	370,507,937	-	60,943,337	37,043,903	394,407,371	273,366,896	322,750,892
INTANGIBLE ASSETS											
Computer Software	2,350,511	803,073	-	3,153,584	798,985	-	479,534	-	1,278,519	1,875,065	1,551,526
TOTAL INTANGIBLE ASSETS	2,350,511	803,073	-	3,153,584	798,985	-	479,534	-	1,278,519	1,875,065	1,551,526
Previous Year Intangible Assets	846,309	1,504,202	-	2,350,511	605,960	-	193,025	-	798,985	1,551,526	240,349
TOTAL	670,124,778	19,308,268	8,793,192	680,639,854	395,206,356	11,548,015	48,222,355	7,116,540	447,860,186	232,779,668	274,918,422
Previous Year	694,105,138	194,173,196	218,153,556	670,124,778	371,113,897	-	61,136,362	37,043,903	395,206,356	274,918,422	322,991,241

10.1 Refer Note 4, 1, 4.2 & 4.3

10.2 During the year, depreciation has been provided based on the life of the assets as per Schedule - II of the Companies Act, 2013 which has become effective from 1st April, 2014. In terms of said Schedule, the carrying amount of the assets existing as on 1st April 2014 has been depreciated over the remaining life of the assets. Subsequent upon the application of Schedule - II as above, depreciation for the year is decreased by ₹3,687,715/-. Where the remaining life of the assets has expired as on 1st April 2014, the carrying amount of ₹7,623,013 (net of deferred tax of ₹3,925,002) has been adjusted against General Reserve.

Notes Forming Part of the Consolidated Financial Statements as at March 31, 2015

(Amount in ₹)

Particulars	Reference Note No.	As at March 31, 2015		As at March 31, 2014	
		No. of Shares	Value	No. of Shares	Value
11 NON CURRENT INVESTMENTS					
(Valued at cost unless stated otherwise)					
Investment in Equity Instruments					
(Fully paid-up unless otherwise stated)					
Trade					
Others					
In Equity Shares of Other bodies corporate:					
Un-quoted:					
I G E (India) Private Limited (Face Value of Share ₹1/- each)	11.5	29,750	29,543	2,975	29,543
Pure Coke Limited (Face Value of Share ₹10/- each)		154,560	1,767,989	154,560	1,767,989
Dabri Properties and Trading Company Limited (Face Value of Share ₹10/- each)		60	600	60	600
Elpro Estates Limited (Face Value of Share ₹10/- each)		200	2,000	200	2,000
		184,570	1,800,132	157,795	1,800,132
Quoted :					
Uco Bank (Face Value of Share ₹10/- each)		200	2,400	200	2,400
Dunlop India Limited (Face Value of Share ₹10/- each)		25	631	25	631
Garware-Wall Ropes Limited (Face Value of Share ₹10/- each)		350	28,465	350	28,465
Radaan Media Works (I) Limited (Face Value of Share ₹2/- each)		73,190	815,753	73,190	815,753
Oil Country Tubular Limited (Face Value of Share ₹10/- each)		6,000	782,853	6,000	782,853
Tide Water Oil (India) Limited (Face Value of Share ₹10/- each)		434	2,170,391	434	2,170,391
Elpro International Limited (Face Value of Share ₹10/- each)	11.6	672,972	118,978,997	347,058	13,056,947
R.C.A.Limited (Face Value of Share ₹10/- each)		13,548	162,982	13,548	162,982
		766,719	122,942,472	440,805	17,020,422
Others					
In 12 % Non-Convertible Preference Shares of Other body corporate:					
Elpro International Limited (Face Value of Share ₹10/- each)	11.4	1,500,000	300,000,000	1,500,000	300,000,000
		1,500,000	300,000,000	1,500,000	300,000,000
			424,742,604		318,820,554
11.1 Aggregate Market value of Quoted Investments			476,778,806		113,399,034
11.2 Aggregate amount of Quoted Investments			122,942,472		17,020,422
11.3 Aggregate amount of Un-Quoted Investments			301,800,132		301,800,132

11.4 These preference shares will have the maximum term of 15 years from the date of allotment. However, these shares can be redeemed earlier at the option of the Company. The dividend on these preference shares will be cumulative and will be payable at the rate of 12% p.a.

11.5 The face value of equity shares of I G E (India) Private Limited of ₹10/- each has been sub divided into the face value of ₹1/- per equity share during the year.

11.6 During the year Holding Company, pursuant to a voluntary open offer of equity shares of Elpro International Limited (EIL), has acquired 3,25,914 Equity shares of EIL from the shareholders of said Company at the price of ₹325/- per equity share aggregating to ₹ 105,922,050/-

11.7 Particulars of investments as required in terms of Section 186 (4) of the Companies Act, 2013, have been disclosed under note no.11 above.

Notes Forming Part of the Consolidated Financial Statements as at March 31, 2015

(Amount in ₹)

Particulars	Reference Note No.	As at March 31, 2015	As at March 31, 2014
12 LONG TERM LOANS AND ADVANCES (Unsecured Considered Good)			
Capital Advances		3,356,277	3,856,277
Security Deposits	12.1	6,745,288	56,642,830
Advance Income Tax (net of provision)		10,369,146	14,626,401
MAT Credit Entitlement		470,410	470,410
Advance Fringe Benefit Tax (net of provision)		125,532	125,532
Others		25,000	25,000
		21,091,653	75,746,450
12.1 During the previous year the Holding company, as a promoter, along with other promoters of the Elpro International Limited, had made a voluntary open offer to the public shareholders of Elpro International Limited, to acquire the shares of the said company. As such, the amount of ₹ Nil (previous year ₹ 50,000,000/-) had been transferred in a EIL-open offer Escrow A/c as required by SEBI guidelines and had been shown as deposit pending acquisition of the shares in terms of open offer.			
13 OTHER NON CURRENT ASSETS			
Balance With Bank			
In Fixed Deposits (having maturity more than 12 months)	13.1	8,432,860	25,001,200
		8,432,860	25,001,200
13.1 Kept as lien against Letter of Credit and Bank Guarantee.			
14 INVENTORIES (Valued at lower of cost and net realisable value) (As valued, taken and certified by the management)			
Raw Materials		70,908,327	102,080,577
Raw Materials in Transit		12,097,075	–
Work-in-process		31,503,751	46,673,308
Finished Goods		78,917,318	5,703,937
Finished Goods in Transit		36,529,876	60,596,939
Stock in Trade		3,157,475	2,358,562
Stock in Trade in Transit		770,337	747,698
Stores and Spares		2,398,609	4,840,002
Loose Tools		133,383	14,145
		236,416,151	223,015,168
14.1 Refer Note 6.1			

Notes Forming Part of the Consolidated Financial Statements as at March 31, 2015

(Amount in ₹)

Particulars	Reference Note No.	As at March 31, 2015	As at March 31, 2014
15 TRADE RECEIVABLES			
Unsecured			
Trade receivables outstanding for a period exceeding six months from the date they are due for payment :			
Considered Good		43,984,335	30,465,462
Considered Doubtful		4,516,709	1,213,845
Less: Provision for Doubtful debt		(4,516,709)	(1,213,845)
		43,984,335	30,465,462
Others			
Considered Good		207,883,858	201,428,092
	15.1	251,868,193	231,893,554

15.1 Provision as carried in the books are against doubtful debts and in the opinion of the Management the same is adequate and no further provision is required there against.

16 CASH AND BANK BALANCES			
Cash and Cash Equivalents			
(i) Balances With Banks			
In Current Accounts		20,471,867	36,194,619
In Unpaid Dividend Accounts	8.1	483,703	505,651
Fixed Deposit With Bank (With Original Maturity of less than 3 Months)	16.1	323,503	7,104,609
(ii) Cash on Hand		633,685	900,394
		21,912,758	44,705,273
Other Bank Balances			
Fixed Deposit With Bank (With Original Maturity of more than 3 months but less than 12 months)	16.1	35,916,034	13,986,000
		35,916,034	13,986,000
		57,828,792	58,691,273

16.1 Kept as lien against Letter of Credit and Bank Guarantee

17 SHORT TERM LOANS AND ADVANCES (Unsecured Considered Good)			
Loans and advances to related parties	17.1 & 28.7	143,657,713	159,981,714
Security Deposits		2,294,380	2,665,799
Income Tax (Refundable)		214,174	214,174
Balance with Government authorities		18,774,171	10,507,335
Advances for supply of goods and services		9,407,425	3,857,434
Others		12,717,225	17,766,704
		187,065,088	194,993,160
(Unsecured Considered doubtful)			
Deposit to other bodies corporate		101,519,521	101,669,521
Less: Provision for doubtful deposit		(1,519,521)	(1,669,521)
		100,000,000	100,000,000
		287,065,088	294,993,160

17.1 Represents loan granted for their business purposes.

Notes Forming Part of the Consolidated Financial Statements as at March 31, 2015

(Amount in ₹)

Particulars	Reference Note No.	As at March 31, 2015	As at March 31, 2014
18 OTHER CURRENT ASSETS			
Interest accrued on deposits with Bank and others		3,654,810	5,557,496
Gratuity Receivable		–	4,189,773
Forward Premium Receivable		–	2,674,288
Dividend Receivable		3,600,000	1,800,000
Others Receivable		1,208,831	513,448
		8,463,641	14,735,005

Notes Forming Part of the Consolidated Financial Statements for the year ended March 31, 2015

Particulars	Reference Note No.	For the year ended March 31, 2015	For the year ended March 31, 2014
19 REVENUE FROM OPERATIONS :			
Sale of Products (Less: Returns, Claims etc)	19.1	988,477,697	1,354,108,659
Other operating revenue	19.2	1,769,353	9,278,886
		990,247,050	1,363,387,545
Less : Excise Duty		32,263,252	45,395,697
Revenue from operations		957,983,798	1,317,991,848
19.1 SALE OF PRODUCTS			
PVC Fire Resistant Antistatic Solid Woven Coal Conveyor Belting		940,367,920	1,296,356,499
Trading Goods	19.1.a	19,407,292	25,766,928
Wind Energy	19.1.b	28,702,485	31,985,232
		988,477,697	1,354,108,659

19.1.a Details of sale of Trading Goods

Fittings and Accessories		19,407,292	22,456,521
Equipments		–	3,310,407
		19,407,292	25,766,928

19.1.b Details of sales of Wind Energy

Total Numbers of units generated and sold. *		7,981,289	8,589,879
(In Kwh units)			
Sales (in ₹)		28,702,485	31,985,232

* Net of 19,484 Units (Previous Year 22,632 Units) being transmission loss

19.2 OTHER OPERATING REVENUE			
Miscellaneous Sales		1,718,098	1,942,300
Miscellaneous Receipt		–	1,055,580
Export Incentive		–	5,732,433
Sundry Balance Written Back		51,255	548,573
		1,769,353	9,278,886

Notes Forming Part of the Consolidated Financial Statements for the year ended March 31, 2015

(Amount in ₹)

Particulars	Reference Note No.	For the year ended March 31, 2015	For the year ended March 31, 2014
20 OTHER INCOME			
Rent		29,760	29,760
Interest on loans, deposits with bank , etc.		36,389,435	28,921,284
Dividend on long-term investments		1,970,441	1,905,791
Profit on Sale of Fixed Assets (Net)		–	66,288
Foreign Exchange Gain (Net)		5,154,166	–
Other Receipt		192,149	22,966
Provision for Doubtful Deposit Written Back		150,000	100,000
		43,885,951	31,046,089

21 COST OF MATERIALS CONSUMED			
Cost of Materials Consumed	21.1	560,145,282	664,237,858
		560,145,282	664,237,858

21.1 Details of Materials Consumed

(a) Polyester Yarn		190,532,558	219,515,484
(b) Spun Yarn		8,231,671	27,099,903
(c) Cotton Yarn		44,514,701	44,770,083
(d) Chemicals			
(i) PVC Resin		106,087,040	118,501,086
(ii) Phosphate Plasticizer		127,238,085	156,087,826
(iii) Others		83,541,227	98,263,476
		560,145,282	664,237,858

22 PURCHASE OF STOCK IN TRADE			
Purchase of Stock in Trade	22.1	17,071,473	15,347,908
		17,071,473	15,347,908

22.1 Details of Purchase of Stock in Trade

(a) Fittings and Accessories		17,071,473	12,333,765
(b) Equipments		–	3,014,143
		17,071,473	15,347,908

Notes Forming Part of the Consolidated Financial Statements for the year ended March 31, 2015

(Amount in ₹)

Particulars	Reference Note No.	For the year ended March 31, 2015	For the year ended March 31, 2014
23 CHANGES IN INVENTORIES OF FINISHED GOODS, WORK IN PROGRESS AND STOCK IN TRADE			
Opening Stock			
Finished Goods (including in transit ₹ 60,596,939/-)		66,300,876	114,441,069
Less: Adjusted to Cost of Materials Consumed		–	2,695,840
		66,300,876	111,745,229
Less : Excise Duty		445,526	4,485,628
		65,855,350	107,259,601
Work-in-process		46,673,308	71,856,185
Stock in Trade (including in transit ₹ 747,698/-)		3,106,260	7,869,337
		115,634,918	186,985,123
Less : Closing Stock			
Finished Goods (including in transit ₹ 36,529,876/-)		115,447,194	66,300,876
Less : Excise Duty		478,303	445,526
		114,968,891	65,855,350
Work-in-process		31,503,751	46,673,308
Stock in Trade (including in transit ₹ 770,337/-)		3,927,812	3,106,260
		150,400,454	115,634,918
		(34,765,536)	71,350,205
24 EMPLOYEE BENEFITS EXPENSE			
Salaries and Wages		105,469,359	86,001,790
Contribution to Provident, Gratuity and other Funds		8,030,858	1,673,435
Staff Welfare Expenses		11,513,896	4,168,723
		125,014,113	91,843,948
25 FINANCE COSTS			
Interest Expenses		45,464,042	36,101,757
Other Borrowing costs		219,863	55,925
Applicable loss on foreign currency transaction and translation		6,005,721	11,515,774
		51,689,626	47,673,456

Notes Forming Part of the Consolidated Financial Statements for the year ended March 31, 2015
(Amount in ₹)

Particulars	Reference Note No.	For the year ended March 31, 2015	For the year ended March 31, 2014
26 OTHER EXPENSES			
Consumption of Stores and Spare Parts		2,150,257	3,196,657
Power and Fuel		32,498,656	36,824,441
Job Charges		–	9,360,000
Rent	26.1	10,540,574	1,324,530
Repairs			
Buildings		1,925,001	1,723,362
Machinery		7,206,697	12,651,689
Others		6,443,838	6,795,576
Insurance Charges		2,350,110	2,105,163
Rates and Taxes		359,436	336,648
Travelling and Conveyance		10,543,784	14,054,522
Directors Fees		347,500	234,686
Auditors Remuneration :			
Audit Fees	26.2	696,386	203,708
Tax Audit Fees		51,236	51,236
Other Services		290,000	426,350
Transport, Packing and Forwarding		56,656,324	86,618,249
Commission on Sales		21,144,951	26,405,994
Legal and Professional Fees		30,697,247	14,407,484
Subscription and Donation	26.3	3,194,958	155,319
Provision for bad and doubtful Debts		3,302,864	–
Loss on Sale of Fixed Assets (Net)		674,948	–
Foreign Exchange Loss (Net)		20,653,127	29,720,567
Miscellaneous Expenses		30,820,453	60,784,151
		242,548,347	307,380,332

26.1 The group has certain cancellable operating lease arrangements for office/residential accommodation and for use of machineries with a lease period of one to five years which can be further extended after mutual consent and agreement. The lease agreement can be terminated after giving a notice as per the terms of the lease by either of the party. Expenditure incurred on account of operating lease rentals during the year and recognised in the Statement of Profit and Loss amounts to ₹1,05,09,374/- (Previous Year ₹1,293,178/-).

26.2 Auditors Remuneration Includes Service Tax as follows :

Audit Fees	3,708	3,708
Tax Audit Fees	1,236	1,236
Other Services	–	–

26.3 Subscription and Donation includes expenses incurred on account of Corporate Social Responsibility (CSR) ₹2,950,000/- (Previous year ₹ Nil)

(Amount in ₹)

	2014-15	2013-14
NOTE : 27		
27.1 Contingent liabilities not provided for in respect of :		
a) Guarantees given by bank on behalf of the Company	110,418,191	108,028,854
b) Corporate Guarantees given by the Holding Company (Refer 27.1.2)	145,000,000	145,000,000
c) Entry Tax Payable	135,314	135,314
d) Income Tax matter under Appeal	7,202,873	8,196,849

Notes Forming Part of the Consolidated Financial Statements as at March 31, 2015

27.1.1 The Group's pending litigation comprises of claim against the group and proceeding pending tax/statutory/Government authorities. The Group has reviewed all its pending litigations and proceedings and has made adequate provisions, and disclosed the contingent liabilities, where applicable, in its consolidated Financial Statements. The Group does not expects the outcome of these proceedings to have a material impact on its financial position. Future cash outflows in respect of (c & d) above are dependent upon the outcome of judgments / decisions.

27.1.2 Disclosure pursuant to Section 186(4) of the Companies Act, 2013 (Amount in ₹)

On behalf of	Purpose	Date of Guarantee	2014-15	2013-14
Elpro International Limited	Rent Securitization Loan	March 21, 2013	145,000,000	145,000,000

27.2 Estimated amount of contracts remaining to be executed on account and not provided for :	2014-15	2013-14
a) On capital account	977,806	349,600
27.3 Employee Benefits :	2014-15	2013-14
a) Contributions to Defined Contribution Plan recognized as expenses for the year are as under :		
Employer's Contribution to Provident Fund	957,167	1,011,045
Employer's Contribution to Pension Fund	792,799	611,174
Employer's Contribution to Employees State Insurance Scheme	204,554	243,702
b) The disclosure as per the Accounting Standard 15 (AS-15) "Employee Benefits" are given below :		
The Company operates post retirement benefit plans as following :		
Funded : Gratuity.		
Non Funded : Leave Encashment		

Disclosures for defined benefit plans based on actuarial reports as on March 31, 2015

Particulars	Gratuity (Funded)	
	2014-15 (₹)	2013-14 (₹)
A. Change in Defined Benefit Obligations :		
Present Value of Defined Benefit Obligations as at the beginning of the year	12,674,715	12,646,379
Current Service Cost	1,111,275	763,346
Past Service Cost	1,600,000	–
Interest Cost	1,102,397	972,049
Benefits Paid	(1,384,279)	(1,291,542)
Actuarial (Gains)/ Losses	3,393,245	(415,517)
Present Value of Defined Benefit Obligations as at the end of the year	18,497,353	12,674,715
B. Change in the Fair Value of Assets:		
Fair Value of Plan Assets at the beginning of the year	16,864,488	15,437,863
Expected Return on Plan Assets	1,520,748	1,241,348
Contributions by the Employer	1,449,713	1,449,506
Benefits paid	(1,384,279)	(1,291,542)
Actuarial Gains/ (Losses)	(47,838)	27,313
Fair Value of Plan Assets at the end of the year	18,402,832	16,864,488
C. Reconciliation of Present value of Defined Benefit Obligation and the Fair Value of Assets:		
Present Value of Defined Benefit Obligations as at the end of the year	18,497,353	12,674,715
Fair Value of Plan Assets at the end of the year	18,402,832	16,864,488
Liability /(Assets) recognized in the Balance Sheet	94,521	(4,189,773)

Notes Forming Part of the Consolidated Financial Statements as at March 31, 2015

(Amount in ₹)

Particulars	Gratuity (Funded)			
	2014-15 (₹)	2013-14 (₹)		
D. Expenses recognized in the Statement of Profit and Loss :				
Current Service Cost	1,111,275	763,346		
Past Service Cost	1,600,000	–		
Interest Cost	1,102,397	972,049		
Expected Return on Plan Assets	(1,520,748)	(1,241,348)		
Net Actuarial (Gain)/ Loss	3,441,083	(442,830)		
Total Expenses recognized in the Statement of Profit and Loss*	5,734,007	51,217		
E. Principal Actuarial Assumptions used :				
Discounted Rate (per annum) Compound	7.80%	9.20%		
Expected Rate of return on Plan Assets	9.00%	8.00%		
Rate of Salary increase (per annum)	7.00%	5.00%		
F. Experience History :	2014-15	2013-14	2012-13	2011-12
Net Assets/(Liability) recognized in Balance Sheet (including experience adjustment impact)				
Present Value of Defined Benefit Obligations	18,497,353	12,674,715	12,646,379	11,644,938
Fair Value of Plan Assets	18,402,832	16,864,488	15,437,863	14,001,906
Status [Surplus/(Deficit)]	(94,521)	4,189,773	2,791,484	2,356,968
Experience Adjustment of Plan Assets [Gain/(Loss)]	(216,810)	27,313	114,587	31,662
Experience Adjustment of obligation [Gain/(Loss)]	(2,589,103)	(263,349)	(355,596)	325,752

Disclosures for defined benefit plans based on actuarial reports as on March 31, 2015

Particulars	Leave Encashment (Non Funded)	
	2014-15 (₹)	2013-14 (₹)
A. Change in Defined Benefit Obligations :		
Present Value of Defined Benefit Obligations as at the beginning of the year	2,042,361	1,969,909
Current Service Cost	357,600	173,425
Interest Cost	171,404	142,531
Benefits Paid	(358,538)	(420,528)
Actuarial (Gains)/ Losses	521,171	177,024
Present Value of Defined Benefit Obligations as at the end of the year	2,733,998	2,042,361
B. Change in the Fair Value of Assets:		
Fair Value of Plan Assets at the beginning of the year	–	–
Expected Return on Plan Assets	–	–
Contributions by the Employer	–	–
Benefits paid	–	–
Actuarial Gains/ (Losses)	–	–
Fair Value of Plan Assets at the end of the year	–	–
C. Reconciliation of Present value of Defined Benefit Obligation and the Fair Value of Assets:		
Present Value of Defined Benefit Obligations as at the end of the year	2,733,998	2,042,361
Fair Value of Plan Assets at the end of the year	–	–
Liability /(Assets) recognized in the Balance Sheet	2,733,998	2,042,361

Notes Forming Part of the Consolidated Financial Statements as at March 31, 2015

(Amount in ₹)

Particulars	Leave Encashment (Non Funded)			
	2014-15 (₹)	2013-14 (₹)		
D. Expenses recognized in the Statement of Profit and Loss :				
Current Service Cost	357,600	173,425		
Interest Cost	171,404	142,531		
Expected Return on Plan Assets	–	–		
Net Actuarial (Gain)/ Loss	521,171	177,024		
Total Expenses recognized in the Statement of Profit and Loss *	1,050,175	492,980		
E. Principal Actuarial Assumptions used :				
Discounted Rate (per annum) Compound	7.80%	9.20%		
Expected Rate of return on Plan Assets	–	–		
Rate of Salary increase (per annum)	7.00%	5.00%		
F. Experience History :	2014-15	2013-14	2012-13	2011-12
Net Assets/(Liability) recognized in Balance Sheet (including experience adjustment impact)				
Present Value of Defined Benefit Obligations	2,733,998	2,042,361	1,969,909	1,515,529
Fair Value of Plan Assets	–	–	–	–
Status [Surplus/(Deficit)]	(2,733,998)	(2,042,361)	(1,969,909)	(1,515,529)
Experience Adjustment of Plan Assets [Gain/(Loss)]	–	–	–	–
Experience Adjustment of obligation [(Gain)/Loss]	142,880	277,500	250,532	195,748

*Included in "Salaries, Wages and Bonus" and "Contribution to Provident Fund, Gratuity and Other Funds" under "EMPLOYEE BENEFITS EXPENSE" on Note 24.

The expected return on Plan Assets is based on the actuarial expectation of the average long-term rate of return expected. The discount rate is based on the prevailing market yields on Government bonds as at the balance sheet date.

The contributions expected to be made by the Company for the year 2015-16 is not ascertained.

27.4 Unhedged Foreign Currency exposures as on March 31, 2015 are as follows :-

Nature	Currency	Current year amount in Foreign Currency	Previous year amount in Foreign Currency
Amount receivable on account of sale of goods, loans and advances, interest, etc.	USD	2,152,456.07	2,348,871.67
	CDN	1,117,620.69	153,406.00
	AUD	698,532.56	543,893.87
Amount payable on account of purchase of goods and services, loans and advances, interest, etc.	USD	3,858,597.80	5,630,632.09
	GBP	6,291.85	5,036.08
	CDN	295,147.21	172,610.65
	AUD	7,480.00	–

Particulars	Year ended 31.03.2015	Year ended 31.03.2014
27.5 Earning Per Share (EPS) :		
a) Profit / (Loss) attributable to Shareholders (₹)	(29,581,406)	47,116,734
b) Weighted average number of Equity Shares	67,500,000	67,500,000
c) Nominal Value of Equity Share (₹)	1	1
d) Basic and Diluted EPS (₹)	(0.44)	0.70

27.6 Segment information for the year ended March 31, 2015

(i) Information about primary business segments

Particulars	Conveyor Belting		Wind Energy		Trading Goods		Unallocated Corporate		Total Amount	
	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14
a Segment Revenue										
Sale and Services to External customers	940,367,920	1,296,356,499	28,702,485	31,985,232	19,407,292	25,766,928	-	-	988,477,697	1,354,108,659
Other operating revenue	-	-	-	-	-	-	1,769,353	9,278,886	1,769,353	9,278,886
Gross Turnover	940,367,920	1,296,356,499	28,702,485	31,985,232	19,407,292	25,766,928	1,769,353	9,278,886	990,247,050	1,363,387,545
Less : Excise Duty / Service tax recovered	32,263,252	45,395,697	-	-	-	-	-	-	32,263,252	45,395,697
Net Turnover	908,104,668	1,250,960,802	28,702,485	31,985,232	19,407,292	25,766,928	1,769,353	9,278,886	957,983,798	1,317,991,848
b Segment Results	43,608,630	158,066,197	18,895,766	4,316,877	2,928,873	4,966,520	-	-	65,433,269	167,349,594
Unallocated Corporate Expenses	-	-	-	-	-	-	(58,188,989)	(58,529,554)	(58,188,989)	(58,529,554)
	43,608,630	158,066,197	18,895,766	4,316,877	2,928,873	4,966,520	(58,188,989)	(58,529,554)	7,244,280	108,820,040
Interest Expenses	(3,323,479)	(906,955)	(1,564,425)	(3,515,018)	-	-	(46,801,722)	(43,251,483)	(51,689,626)	(47,673,456)
Interest Income	11,095,052	9,905,533	-	-	-	-	25,294,383	19,015,751	36,389,435	28,921,284
Profit/(Loss) before Tax and Exceptional Items	51,380,203	167,064,775	17,331,341	801,859	2,928,873	4,966,520	(79,696,328)	(82,765,286)	(8,055,911)	90,067,868
Exceptional Items	-	-	-	-	-	-	-	-	-	-
Profit / (Loss) Before Tax	51,380,203	167,064,775	17,331,341	801,859	2,928,873	4,966,520	(79,696,328)	(82,765,286)	(8,055,911)	90,067,868
Income Taxes	-	-	-	-	-	-	(21,525,495)	(42,951,134)	(21,525,495)	(42,951,134)
Profit After Tax	51,380,203	167,064,775	17,331,341	801,859	2,928,873	4,966,520	(101,221,823)	(125,716,420)	(29,581,406)	47,116,734
c Segment Assets	689,955,152	711,698,360	56,957,468	62,047,717	9,704,862	10,235,413	-	-	756,617,482	783,981,490
Unallocated Corporate Assets	-	-	-	-	-	-	811,760,177	768,865,944	811,760,177	768,865,944
Total Assets	689,955,152	711,698,360	56,957,468	62,047,717	9,704,862	10,235,413	811,760,177	768,865,944	1,568,377,659	1,552,847,434
d Segment liabilities	(267,167,048)	(270,018,859)	(4,016,919)	(22,029,641)	-	-	-	-	(271,183,967)	(292,048,500)
Unallocated Corporate Liabilities	-	-	-	-	-	-	(553,808,571)	(483,507,783)	(553,808,571)	(483,507,783)
Total Liabilities	(267,167,048)	(270,018,859)	(4,016,919)	(22,029,641)	-	-	(553,808,571)	(483,507,783)	(824,992,538)	(775,556,283)
e Cost incurred during the period to acquire segment fixed assets	13,282,688	192,083,657	-	-	-	-	6,025,580	2,089,539	19,308,268	194,173,196
f Depreciation / Amortisation	39,960,228	38,338,938	4,854,166	21,507,790	-	-	3,407,961	1,289,634	48,222,355	61,136,362
g Non cash expenses other than Amortisation	-	-	-	-	-	-	-	-	-	-

- Note : (a) Conveyor Belting segment includes manufacturing and sale of PVC Conveyor Belting.
(b) Wind Energy Segment includes generation, supply and sale of Wind Power (Electricity).
(c) Unallocated / Corporate Segment includes Corporate, Administrative and Financing activity

27.6 (ii) Information about secondary Business Segments

(Amount in ₹)

Particulars	2014-15	2013-14
Revenue by geographical market		
Sale of products		
Domestic	332,713,882	458,854,016
Export	655,763,815	895,254,643
Total	988,477,697	1,354,108,659
Assets		
Trade Receivables		
Within India	79,920,403	91,714,650
Outside India	171,947,790	140,178,904
Total	251,868,193	231,893,554

27.7 Related Party Disclosure as required by Accounting Standard 18 "Related Party Disclosures" are as follows:

- (a) Key Management Personnel :
- Mr. R. K. Dabriwala – Managing Director
- (b) Enterprises where key management personnel and their relatives have substantial interest and /or significant influence:
- 1) R.C.A. Limited
 - 2) Pure Coke Limited
 - 3) Elpro International Limited
 - 4) I.G.E.(India) Private Limited

Details of transaction made with Related Parties during the year :

Nature of transaction	R.C.A. Limited		Pure Coke Limited		I.G.E. (India) Private Limited		Elpro International Limited		Key Management	
	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14
Director Remuneration	-	-	-	-	-	-	-	-	8,179,603	6,655,180
Interest on Loan										
Received	-	-	6,935,130	11,417,213	-	209,866	11,727,426	12,651,971	-	-
Paid	-	252,329	-	-	-	-	-	-	-	-
Rent Received	29,760	29,760	-	-	-	-	-	-	-	-
Dividend Income										
On Preferential Shares	-	-	-	-	-	-	1,800,000	1,800,000	-	-
On Equity Shares	27,096	27,096	-	-	-	-	-	-	-	-
Inter Corporate Deposit :										
Loan Given	-	-	116,171,225	306,140,000	-	-	87,500,000	124,600,000	-	-
Repayment of Loan	-	-	88,496,225	344,035,824	190,728	2,500,000	148,000,000	64,600,000	-	-
Loan Taken	-	107,000,000	8,003,775	7,294,176	-	-	-	-	-	-
Loan Repaid	-	107,000,000	8,003,775	7,294,176	-	-	-	-	-	-
Reimbursement of Expenses (Net)	-	-	-	-	981,608	699,472	-	-	-	-
Recovery of Expenses (Net)	-	-	-	-	-	-	10,065	9,946	-	-
Sale of Fixed Assets	-	-	-	-	-	-	-	74,813	-	-
Outstanding										
Loan Given	-	-	79,042,107	45,125,491	-	190,728	64,615,606	114,560,922	-	-
Sale of Fixed Assets	-	-	-	-	-	-	-	74,813	-	-
Rent Receivable	-	29,760	-	-	-	-	-	-	-	-
Dividend Receivable	-	-	-	-	-	-	3,600,000	1,800,000	-	-
Reimbursement of Expenses	-	-	-	-	25,388	-	-	-	-	-
Recovery of Expenses	-	-	-	-	-	-	11	9,946	-	-
Corporate Guarantee given and outstanding	-	-	-	-	-	-	145,000,000	145,000,000	-	-

Notes Forming Part of the Consolidated Financial Statements as at March 31, 2015

27.8 The Financial statements of Conveyor Holdings Pte Limited (**Refer Note 27.8.1**) and Financial Statement of International Conveyors America Limited, INC for the year ended March 31st, 2015 has not been subjected to audit by the auditors.

27.8.1 Includes information of its wholly owned subsidiary International Conveyors Australia Pty Limited

27.9 Value and percentage of Imported and Indigenous Raw Materials, Stores and Loose Tools consumed

Particulars	2014-15		2013-14	
	₹	%	₹	%
(a) Raw Materials :				
Imported	340,716,367	61	341,375,669	51
Indigenous	219,428,915	39	322,862,189	49
Total	560,145,282	100	664,237,858	100
(b) Stores, Spares & Components :				
Imported	312,863	15	138,317	4
Indigenous	1,837,394	85	3,058,340	96
Total	2,150,257	100	3,196,657	100

27.10 C.I.F Value of Imports :

(Amount in ₹)

Particulars	2014-15	2013-14
(a) Raw Materials	275,941,370	375,798,719
(b) Capital Goods	—	12,673,322
(c) Trading Goods	15,006,012	10,183,123
Total	290,947,382	398,655,164

27.11 Expenditure in Foreign Currency :

Travelling Expenses	1,704,711	2,976,318
Postage & Telegram	53,638	92,143
Commission	20,608,474	25,792,156
Freight Expenses	15,170,488	59,620,927
Interest on PCFC & FCNRB DL Loan	2,727,360	2,941,275
Interest on LC- Buyers Credit	1,067,401	1,746,210
Testing Expenses	67,873	496,800
Other Expenses	20,097,386	11,471,133
Employee benefit expenses	32,713,493	10,604,580
Other operating expenses	35,445,683	27,396,712
Total	129,656,507	143,138,254

28.12 Earning in Foreign Currency :

Export of Beltings at F.O.B. Value	647,320,444	890,631,038
Total	647,320,444	890,631,038

27.13 In the opinion of the Board of Directors, current assets and loans and advances have the value at which these are stated in the Balance Sheet, unless otherwise stated and adequate provisions for all known liabilities have been made and are not in excess of the amount reasonably required.

27.14 During the year, the company has acquired a wholly owned subsidiary "International Conveyors America Limited, INC" in America by way of purchase of 100% equity shares of the said company.

27.15 In respect of unrealised profits resulting from intragroup transactions that are included in the carrying amount of inventory

Notes Forming Part of the Consolidated Financial Statements as at March 31, 2015

are eliminated in full. The aforesaid inventory is as certified by the respective management.

27.16 During the previous year, pursuant to an agreement with the Holding Company, "International Conveyors Limited", one of the subsidiary Company "International Belting Limited" had transferred and vested all the assets and liabilities of the PVC Belting Industrial undertaking in the last year. Subsequent to the aforesaid transfer of Assets, various other alternatives are being explored inter alia including manufacturing / trading activities and pending this, the surplus funds have been temporarily been deployed in intercorporate deposits.

27.17 Additional Information, as required under Schedule III of companies Act, 2013, of enterprises consolidated as Subsidiary.

Name of Enterprises	Net Assets, ie., total assets minus total liabilities		Share in profit or loss	
	As % of consolidated net assets	Amount (₹)	As % of consolidated net assets	Amount (₹)
Parent				
International Conveyors Limited	111.30	827,357,659	(144.55)	42,759,746
Subsidiaries				
Indian				
International Belting Limited	11.43	84,974,711	(30.32)	8,970,142
Foreign				
Conveyor Holdings Pte Limited, Singapore (w.e.f.25.04.2013)*	(8.36)	(62,129,533)	226.98	(67,144,866)
International Conveyors America Limited, INC (w.e.f.26.12.2014)	(1.83)	(13,625,281)	47.89	(14,166,430)

* Includes information of its wholly owned subsidiary International Conveyors Australia Pty Limited

27.17.1 Figures given herein above are as per the Financial Statements of the respective companies and hence effect of inter company and other adjustment carried out on consolidation has not been considered for the purpose of above disclosure.

27.18 Figures pertaining to the subsidiary companies have been reclassified, wherever necessary to bring them in line with the parents company's financial statements.

27.19 Previous year's figures have been re-arranged/re-grouped wherever necessary.

Note 1 to 27.19 forms an integral part of the Financial Statements.

As per our report of even date
 For **LODHA & CO.**
 Chartered Accountants
H. K. Verma
 Partner
 Place : Kolkata
 Date : May 30, 2015

For & on behalf of the Board
R. K. Dabriwala
 Managing Director
M.P.Jhunjunwala
 Director
A. K. Gulgulia
 Chief Financial Officer

FINANCIAL HIGHLIGHTS 2011-2015

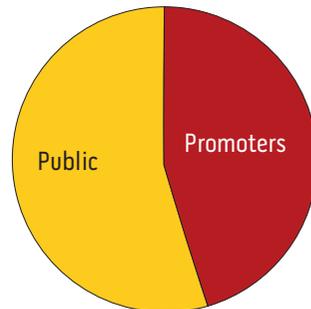
₹ in Lacs

	2011	2012	2013	2014	2015
TURNOVER	7995.24	10113.47	12015.80	13860.01	10044.41
OPERATING PROFIT	817.07	1916.21	1931.05	1864.28	1099.90
DEPRECIATION	389.66	471.66	482.91	600.32	480.05
PROFIT BEFORE TAX	427.41	1444.55	1448.14	1263.96	619.85
TAX	152.56	417.10	424.93	426.75	192.25
PROFIT AFTER TAX	274.85	1027.45	1023.21	837.20	427.60
DIVIDEND PAYOUT	117.68	196.13	197.43	197.43	203.10
RETAINED EARNINGS	157.17	831.32	825.78	639.77	224.49
SHAREHOLDERS' FUNDS	5828.43	6659.75	7485.53	8125.31	8273.58
BORROWINGS	3992.34	5234.51	4436.32	5472.73	5834.64
GROSS FIXED ASSETS	4248.25	4725.12	4793.04	6755.13	6782.25
DEBT EQUITY RATIO	1:1.46	1:1.27	1:1.69	1:1.48	1:1.42
EARNING PER SHARE (₹)	0.41	1.52	1.52	1.24	0.63
DIVIDEND PER SHARE (₹)	0.15	0.25	0.25	0.25	0.25
NET WORTH PER SHARE (₹)	8.63	9.87	11.09	12.04	12.26

SHARE DATA (As On 31.03.2015)

NO. OF SHARES ISSUED	:	67500000
MARKET CAPITALISATION (₹)	:	1721250000
NO. OF SHAREHOLDERS	:	1873
LISTING AT	:	Kolkata & Mumbai

Share Holding pattern	
Promoters	45.40%
Public	54.60%





International Conveyors Limited

10, Middleton Row, Kolkata - 700 071