



**ALFRED HERBERT (INDIA) LTD.**

**ANNUAL REPORT  
2014 - 2015**



## ANNUAL REPORT 2014 - 2015

### CONTENT

|  |    |
|--|----|
| NOTICE   | 2  |
| DIRECTORS' REPORT  | 6  |
| CORPORATE GOVERNANCE   | 19 |
| AUDITORS' REPORT   | 23 |
| BALANCE SHEET  | 26 |
| STATEMENT OF PROFIT & LOSS                                   | 27 |
| CASH FLOW STATEMENT  | 28 |
| NOTES TO THE BALANCE SHEET<br>AND STATEMENT OF PROFIT & LOSS | 29 |
| CONSOLIDATED BALANCE SHEET                                   | 42 |
| CONSOLIDATED STATEMENT OF<br>PROFIT & LOSS                   | 43 |

### BOARD OF DIRECTORS

Mr. A. V. Lodha - **Chairman**

Mr. H. V. Lodha

Mr. R. C. Tapuriah

Mr. S. S. Jain

Mr. S. Bhandari

Mrs. S. Lodha

### CEO & COMPANY SECRETARY

Mr. R. Radhakrishnan

### AUDITORS

Ray & Ray

Chartered Accountants

### REGISTERED OFFICE

Herbert House

13/3, Strand Road, Kolkata-700 001

Telephones : 2226 8619/2264 0106

Fax : (91) 033 2229 9124

E-mail : [kolkata@alfredherbert.com](mailto:kolkata@alfredherbert.com)

CIN : L74999WB1919PLC003516

### MUMBAI OFFICE

Kaiser-Hind Building, Sprott Road

Ballard Estate, Post Box 110

Mumbai - 400 038

Telephones : 2261 9981 (3 lines)

Fax : (91) 022 22619983

E-mail : [mumbai@alfredherbert.com](mailto:mumbai@alfredherbert.com)

### ALFRED HERBERT LIMITED

Whitefield Road, Post Box 4805

Mahadevapura P.O.

Bangalore-560 048

Telephones : (91) 080 2845 2263 (4 lines)

Fax : (91) 080 2845 3023

E-mail : [mfg@alfredherbert.com](mailto:mfg@alfredherbert.com)

## NOTICE

NOTICE IS HEREBY GIVEN THAT THE 95TH ANNUAL GENERAL MEETING OF ALFRED HERBERT (INDIA) LIMITED will be held at Bengal National Chamber of Commerce & Industry Auditorium, at 23 Sir R N Mukherjee Road, Kolkata - 700 001 on Tuesday, 21st July 2015 at 10.00 a.m. to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March, 2015 including audited Balance Sheet as at 31st March, 2015 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To declare a dividend on Equity Shares.
3. To appoint a director in place of Mr. Harsh VardhanLodha (DIN: 00394094), who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint M/s. Ray & Ray, Chartered Accountants (ICAI Registration No.301072E) as statutory auditors of the Company and fix their remuneration.

### SPECIAL BUSINESS:

5. Appointment of Ms. Simika Lodha as a Director  
To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:  
"RESOLVED that pursuant to the provisions of Sections 149, 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (appointment & qualification of Directors) Rules, 2014 and clause 49 of the Listing Agreement, Ms. Simika Lodha (DIN:02460015) who was appointed as an Additional Director on 30th March 2015 pursuant to the provisions of Section 161(1) of the Companies Act, 2013, and Articles of Association of the Company and who holds office upto the date of this Annual General Meeting, be and is hereby elected and appointed as a Director of the Company.

By Order of the Board of Directors  
for Alfred Herbert (India) Limited

R. Radhakrishnan  
Chief Executive Officer  
& Company Secretary

Date: 18th May, 2015  
Place: Kolkata

### NOTES

1. The Register of Members and the Share Transfer books of the Company will remain closed from 14th July 2015 to 21st July 2015 (both days inclusive) for annual closing and determining the entitlement of the shareholders to the dividend for 2014-15.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting is annexed hereto.
3. A Statement giving the relevant details of the Directors seeking re-appointment under item 3 and 5 of the accompanying Notice as required by Clause 49 of the Listing Agreement with the Stock Exchange is annexed hereto.
4. A Member entitled to attend and vote at the meeting

is entitled to appoint a Proxy/Proxies to attend and vote instead of himself/herself. Such a Proxy /Proxies need not be a member of the Company. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

5. Dividend on Equity Shares when sanctioned will be made payable to those shareholders whose name stand on the Company's Register of Members on 13th July 2015. In respect of shares held in electronic form, the dividend will be paid on the basis of beneficial ownership as per details furnished by the depositories for this purpose. Dividend on equity shares, if declared at the meeting will be paid/dispatched on and from 22nd July 2015.
6. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than 10 percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
7. Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members. Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios for payment of dividend are requested to write to the Company's Registrar.
8. Pursuant to the provisions of Section 205A of the Companies Act, 1956, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government. The Company had accordingly, transferred Rs.55,912/- being the unpaid and unclaimed dividend amount pertaining to Dividend of 2006-2007 on 28th August 2014 to the Investor Education and Protection Fund of the Central Government.
9. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of Information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 30th July 2014 (date of the last Annual General Meeting) on the website of the Company [www.alfredherbert.co.in](http://www.alfredherbert.co.in) ), as also on the website of the Ministry of Corporate Affairs ([www.mca.gov.in](http://www.mca.gov.in)).
10. Members who have not yet encashed their dividend warrants for the financial year ended 31st March, 2008,



may approach the Company for revalidation of the dividend warrants before end of July 2015.

11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar.
12. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10.00 a.m. to 3.00 p.m.) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.
13. Voting through electronic means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 95th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).
- II. The Board of Directors of the Company has appointed Mr. Abhijeet Jain, Practicing Company Secretary (Membership No. FCS – 4975) and Proprietor of M/s. A J & Associates, Company Secretaries as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
- III. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. July 14, 2015.
- IV. The Scrutinizer, after scrutinizing the votes cast at the meeting and through e-voting, will, not later than three days of conclusion of the meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company [www.alfredherbert.co.in](http://www.alfredherbert.co.in) and on the website of CDSL. The results shall simultaneously be communicated to the Stock Exchange.

**The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on 18th July, 2015 at 10 a.m. and ends on 20th July, 2015 at 5 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 14th July, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period

- (iii) Click on "Shareholders" tab.
- (iv) Now Enter your User ID
  1. For CDSL: 16 digits beneficiary ID,
  2. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  3. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

|                       |  |
|-----------------------|--|
|                       | For Members holding shares in Demat Form and Physical Form   |
| PAN                   | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat share-holders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul> |
| DOB                   | Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.  |
| Dividend Bank Details | Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> <li>• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (vii).</li> </ul>   |

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided

that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Company Name, i.e. "ALFRED HERBERT (INDIA) LIMITED" on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Institutional Shareholders
  - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.

- The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

The facility for voting through ballot paper shall be made available at the AGM and the members as on the "cut-off date" i.e. 14th July, 2015, attending the meeting who have not cast their vote by e-voting shall be able to exercise their right to vote at the meeting through ballot paper.

#### **EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

##### **Item No. 5:**

Ms. Simika Lodha – Non-Executive Woman Director was appointed Additional Director of the Company with effect from 30th March 2015. She holds office of Director upto the date of the forthcoming Annual General Meeting. She is BA(Hons) Graduate from Delhi University. She is holding 220576 equity shares in the Company. Her continued association with the Company would be a great advantage. Your Directors therefore, recommend her election to the office of Director of the Company. Notice from a member proposing her candidature together with a deposit of Rs.1 lac in terms of Section 160 of the Companies Act, 2013 has been received by the Company.

Ms. S Lodha, is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 Except Ms. S Lodha, being an appointee, Mr. A V Lodha, Mr. H V Lodha being relatives of Ms. S Lodha, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested financial or otherwise, in the resolution set out at item no. 5.

By Order of the Board of Directors  
for Alfred Herbert (India) Limited

R. Radhakrishnan  
Chief Executive Officer  
& Company Secretary

Date:: 18th May, 2015  
Place: Kolkata



## ANNEXURE TO ITEM NOS. 3 AND 5 OF THE NOTICE

Details of Directors seeking re-appointment/appointment at the forthcoming Annual General Meeting  
(in pursuance of Clause 49 of the Listing Agreement)  
(As on 31st March, 2015)

|   |   |                                   |
|---|---|-----------------------------------|
| <b>Name of Director</b>   | Harsh Vardhan Lodha   | Simika Lodha                      |
| <b>Director Identification Number (DIN)</b>   | 00394094  | 02460015                          |
| <b>Date of Birth</b>  | 13th February 1967  | 2nd September 1969                |
| <b>Nationality</b>  | Indian  | Indian                            |
| <b>Date of Appointment on Board</b>   | 20th September 1990   | 30th March 2015                   |
| <b>Qualification</b>  | Chartered Accountant  | BA (Hons)                         |
| <b>Shareholding in AHIL</b>   | 35040 Equity Shares   | 220576 Equity Shares              |
| <b>List of Directorships held in other Companies (excluding foreign, private and Section 8 Companies)</b> | Advance Business Services Ltd.<br>Birla Corporation Ltd<br>Birla Ericsson Optical Ltd.<br>Central Business Services Ltd.<br>City Consultants Ltd.<br>Elco Consultants Ltd.<br>J K Fenner Ltd.<br>Harsh Chemicals Ltd.<br>Hindustan Gum & Chemicals Ltd.<br>Punjab Produce Holdings Ltd.<br>Universal Cables Ltd.<br>Vindhya Telelinks Ltd.<br>La Crème De La Crème LLP<br>First Capital Consultants LLP   | La Crème De La Crème Services LLP |
| <b>Memberships/Chairmanships of Committees across Public Companies</b>                                    | Chairman:<br>Stakeholders Relationship Committee<br>Birla Corporation Limited<br>Audit Committee<br>Sicpa India Pvt. Ltd.<br>Corporate Social Responsibility Committee<br>Birla Corporation Limited<br>Member:<br>Audit Committee<br>J K Fenner (India) Ltd.<br>Corporate Social Responsibility Committee<br>Hindustan Gum & Chemicals Ltd.<br>Audit Committee<br>Punjab Produce Holding Ltd.<br>Audit Committee<br>The Punjab Produce & Trading Co. Pvt. Ltd.<br><br>Audit Committee<br>Gwalior Webbing Co. Pvt. Ltd.<br>Audit Committee<br>Baroda Agents & Trading Co. Pvt. Ltd.<br>Committee of Directors<br>Birla Corporation Ltd.<br>Nomination & Remuneration Committee<br>Birla Corporation Ltd.<br>Corporate Social Responsibility Committee<br>Sicpa India Pvt. Ltd. | NIL                               |

**DIRECTORS' REPORT**

Your Directors have pleasure in presenting the Ninety-fifth Annual Report together with the Audited Accounts of your Company for the year ended 31st March 2015.

**FINANCIAL RESULTS**

The Financial Results are as under:

|   | <b>31st March<br/>2015</b> | 31st March<br>2014 |
|---|----------------------------|--------------------|
|   | <b>Rs.</b>                 | Rs.                |
| Profit before Tax                             | <b>8,167,651</b>           | 11,051,309         |
| Provision for Tax<br>(including deferred tax) | <b>234,304</b>             | 338,546            |
| Profit after Tax                              | <b>7,933,347</b>           | 10,712,763         |
| Surplus from earlier years<br>brought forward | <b>36,497,790</b>          | 30,543,094         |
| Amount available for<br>appropriation         | <b>44,431,137</b>          | 41,255,857         |
| Appropriations:                               |                            |                    |
| Proposed Dividend                             | <b>1,542,858</b>           | 1,542,858          |
| Corporate Dividend Tax                        | <b>262,209</b>             | 262,209            |
| General Reserve                               | <b>600,000</b>             | 810,000            |
| Special Reserve                               | <b>1,587,000</b>           | 2,143,000          |
|   | <b>3,992,067</b>           | 4,758,067          |
| Surplus carried to<br>Balance Sheet           | <b>40,439,070</b>          | 36,497,790         |
|   | <b>44,431,137</b>          | 41,255,857         |

**DIVIDEND**

Your Directors take pleasure in recommending for approval the payment of Dividend of Rs. 2/- (per share) for the year ended 31st March 2015.

**FINANCIAL PERFORMANCE**

The Company's gross income for the financial year ended 31st March 2015 stood at Rs.201.27 lacs as against Rs.230 lacs in 2013-14. Profit before tax of the Company stood at Rs.81.68 lacs as against Rs.110.51 lacs in 2013-14.

The Company's wholly owned subsidiary, Alfred Herbert Limited did not perform satisfactorily during the year due to poor demand, surplus of capacity due to the poor economic environment, delays caused by customers in not taking deliveries of machines ordered during the year etc. Given the sustained and growing volatility in economic conditions, comprehensive action is being attempted to realign Alfred Herbert Limited's business plan to allow for much greater flexibility and lower fixed costs. Attempts are also being made to change the product mix with a greater focus on developing new sizes and technology, upgrading existing machineries for external agencies. Your Directors hope that these measures would result in better performance in the year ahead.

**DIRECTORS**

Pursuant to the provisions of the Companies Act, 2013, Mr. H V Lodha, Director, retires by rotation and being eligible, offers himself for re-appointment.

Mrs. Simika Lodha - Non-Independent Woman Director has been appointed as an Additional Director with effect from 30th March 2015 to hold office upto the date of the forthcoming Annual General Meeting. A Notice from a member U/s. 160 of the Companies Act, has been received signifying intention to propose her candidature as a Director. Your Directors recommend her re-appointment subject to approval of Shareholders at the forthcoming Annual General Meeting of the Company.

All Independent Directors have given declaration that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

**SHARE CAPITAL**

The paid-up equity share capital of the Company as on 31st March 2015 was Rs.77.14 lacs. During the year under review, the Company has not issued shares with differential voting rights nor granted stock options nor sweat equity.

**DEPOSITS**

The Company had discontinued its fixed deposit scheme in the financial year 2000-2001.

**PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS**

The Company has not taken or given any loans, guarantees and investments covered under the provisions of Section 186 of the Companies Act, 2013.

**STATUTORY AUDITORS**

M/s. Ray & Ray, Chartered Accountants, will retire at the Annual General Meeting and they have given their consent to be re-appointed for the current year.

**SECRETARIAL AUDIT**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Messrs Priyanka Lohia, Company Secretaries in Practice to undertake the Secretarial Audit of the Company. The Report of the Secretarial Audit is annexed herewith as "Annexure A".

**CORPORATE GOVERNANCE**

The Company has complied with the Corporate Governance code as stipulated under the Listing Agreement with the Stock Exchange. A separate section on Corporate Governance, along with Certificate from the Auditors confirming the compliance, is annexed and forms part of the Annual Report.

**SUBSIDIARY COMPANIES**

In accordance with the General Circular issued by the Ministry of Corporate Affairs, Government of India, the Balance Sheet, Statement of Profit & Loss and other documents of the Subsidiary Companies are not being attached with the Balance Sheet of the Company. However, the financial information of the Subsidiary Companies is disclosed in the Annual Report in compliance with the said circular. The said Annual Accounts of the Subsidiary Companies will also be kept open for inspection at the Registered Office of the Company. The consolidated Financial statements presented by the Company include financial results of its Subsidiary Companies, Alfred Herbert Limited and Herbert Holdings Limited.



## MEETINGS

During the year 4 meetings of the Board of Directors and 1 meeting of Independent Directors were convened and held. Also 4 meetings of Audit Committee, 2 meetings of Nomination & Remuneration Committee and 2 meetings of Stakeholders Relationship Committee were held, the details of which are given in the Corporate Governance Report. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013.

## BUSINESS RISK MANAGEMENT

The main identified risks at the Company are Commercial Risks, Financial Risks, Operational Risks and Legal & Regulatory Risks. Your Company has established a comprehensive Risk Management System to ensure that risk to the Company's continued existence as a going concern and to its development are identified and addressed on timely basis. Risk Management strategy as approved by the Board of Directors is implemented by the Company Management.

## MANAGERIAL REMUNERATION

During the year, the Company paid an aggregate sum of Rs.9.53 lacs to Key Managerial Personnel, Mr. R Radhakrishnan (CEO) and Mr. A K Basu (CFO).

## VIGIL MECHANISM

Pursuant to the provisions of revised Clause 49 of the Listing Agreement and Section 166 (9)&(10) of the Companies Act, 2013, the Company had established a Vigil Mechanism for Directors and Employees to report concerns of unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct.

## REMUNERATION POLICY

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration.

## BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out an annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration Committees.

## INTERNAL CONTROL SYSTEMS & THEIR ADEQUACY

The Company has an Internal Control System commensurate with the size and scale of its operations.

## RELATED PARTY TRANSACTIONS

All Related Party Transactions that were entered into during the financial year were in the ordinary course of business. None of the Directors has any pecuniary relationships or transactions vis-à-vis the Company.

## SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There are no significant material orders passed by the Regulators/ Courts which would impact the going concern status of the Company and its future operations.

## EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the annual return in Form No. MGT- 9 is annexed herewith as "Annexure B".

## DIRECTORS' RESPONSIBILITY STATEMENT

As stipulated in Section 134(3) (C) of the Companies Act, 2013, your Directors subscribe to the "Directors' Responsibility Statement" and confirm as under:

- that in the preparation of the annual financial statements for the year ended 31st March 2015, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- that such accounting policies as mentioned in Note No.1 of the Notes to the Financial Statements have been selected and applied consistently and judgement and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March 2015 and of the profit of the Company for the year ended on that date
- that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- that the annual financial statements have been prepared on a going concern basis;
- that proper internal financial controls were in place and that the financial controls were adequate and were operating effectively;
- that systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

## PARTICULARS REGARDING CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, RESEARCH AND DEVELOPMENT AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The particulars regarding foreign exchange earnings and expenditure appear as Annexure to Schedule at item No.14 &15 in the Notes to the Accounts. The other particulars relating to Conservation of Energy and Technology Absorption stipulated under Section134(3M)of the Companies Act, 2013 read with Rule 8 of Companies (Accounts) Rules, 2014, are not applicable.

## PERSONNEL

Your Directors wish to place on record their appreciation for the services rendered by the employees of the Company during the year.

## 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 in respect of employees of the Company, will be provided upon request.

On behalf of the Board

Kolkata  
Date: 18th May 2015

A V Lodha  
Chairman



## SECRETARIAL AUDIT REPORT

'Annexure A'

FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2015

[Pursuant to section 204(1) of the Companies Act, 2013 and Rules No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,

The Members

**Alfred Herbert (India) Limited**

I have conducted the secretarial audit of the Compliance of applicable statutory provisions and adherence to good corporate practices by Alfred Herbert (India) Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing my opinion thereon.

Based on my 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, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2015 complied with statutory provisions listed hereunder and also that the Company has proper Board-processes and Compliance – mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms, and returns filed and other records maintained by the company for the financial year ended on 31.03.2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under (to the extent notified and as amended from time to time);
- (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 - (Not Applicable to the company during the Audit period);
- (v) The 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 - (Not Applicable to the company during the Audit period);
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee stock Purchase scheme) Guidelines, 1999 - (Not Applicable to the company during the Audit period);
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - (Not Applicable to the company during the Audit period);
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 - (Not Applicable to the company during the Audit period);
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998- (Not Applicable to the company during the Audit period);
- (vi) I further report that having regard to the compliance system prevailing in the company and on examination of the relevant documents and records in pursuance thereof, on test check basis, the company has complied with the following laws specifically applicable to the company, as identified by the management, that is to say:
  - a. Reserve Bank of India Act, 1934 (Section 45-IA and directions thereon, viz.,
    - Non Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 1998.
    - Non Banking Finance (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007.
  - b. Prevention of Money Laundering Act, 2002.

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

- (i) The Listing Agreement entered into by the Company with Bombay Stock Exchange (BSE).

During the audit period, the Company has complied with the provisions of the Act, Rules, Regulations, guidelines, standards, etc. mentioned above except to the extent as mentioned below:



1. Filing of Form MGT 14 for the first Board Meeting dated 17.05.2014 was not filed within time.  
- MGT 14 dated 17.05.2014 filed on 19.07.2014.
2. The company has filed certain e-forms MGT 10 with respect to change of 2% in the number of shares held by promoters or top ten shareholders pursuant to section 93 of the Act, 2013 with some delay.
3. The CFO of the company was redesignated and reappointed in terms of section 203 of the Act w.e.f. 01.08.2014.
4. The appointment of CEO and CS in terms of section 203 of the Act was made w.e.f. 13th October, 2014.
5. The company is yet to become a member of Credit Information Company (CIC) as advised by the RBI to all the NBFC companies.

I further report that,

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

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded, wherever required, as part of the minutes.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable law, rules, regulations and guidelines. A compliance report by the CFO is submitted to the Board quarterly.

Place: Kolkata  
Date: 18.05.2015

**CS Priyanka Lohia**  
FCS No.: 7893  
C P No: 8843

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**'Annexure A'**

To,  
The Members  
**Alfred Herbert (India) Limited**  
13/3, Strand Road,  
Kolkata - 700 001

My 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. My responsibility is to express an opinion on these Secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of Accounts of the Company.
4. Where ever required, I 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 management; my examination was limited to the verification of procedures 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.

Place: Kolkata  
Date: 18.05.2015

**CS Priyanka Lohia**  
FCS No.: 7893  
C P No: 8843

|   |
|---|
| <b>FORM NO. MGT 9</b>   |
| <b>EXTRACT OF ANNUAL RETURN</b>   |
| <b>as on financial year ended on 31.03.2015</b>   |
| <b>Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company<br/>(Management &amp; Administration) Rules, 2014.</b> |

**I REGISTRATION & OTHER DETAILS:**

|     |  |   |
|-----|--|---|
| i   | CIN  | L74999WB1919PLC003516   |
| ii  | Registration Date  | 2ND DECEMBER 1919   |
| iii | Name of the Company  | ALFRED HERBERT (INDIA) LIMITED  |
| iv  | Category/Sub-category of the Company   | COMPANY HAVING SHARE CAPITAL  |
| v   | Address of the Registered office & contact details                             | 13/3, STRAND ROAD, KOLKATA - 700001<br>TEL. NO. 033-22268619, 03322299124                     |
| vi  | Whether listed company   | YES   |
| vii | Name , Address & contact details of the Registrar<br>& Transfer Agent, if any. | MAHESHWARI DATAMATICS PVT. LTD.<br>6, MANGOE LANE, KOLKATA - 700001<br>TEL. NO. 033 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 & Description of main products/services | NIC Code of the Product /service | % to total turnover of the company |
|-------|--|----------------------------------|------------------------------------|
| 1     | NON-BANKING FINANCIAL ACTIVITIES             | N-05.04665 DT. 29.11.2001        | 48.02                              |
| 2     |  |                                  |                                    |
| 3     |  |                                  |                                    |
| 4     |  |                                  |                                    |

**III PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES**

| Sl No | Name & Address of the Company | CIN/GLN               | HOLDING/<br>SUBSIDIARY/<br>ASSOCIATE | % OF<br>SHARES<br>HELD | APPLICABLE<br>SECTION |
|-------|-------------------------------|-----------------------|--------------------------------------|------------------------|-----------------------|
| 1     | ALFRED HERBERT LIMITED        | U32109WB1987PLC043261 | SUBSIDIARY                           | 100                    | 2(87)                 |
| 2     | HERBERT HOLDINGS LIMITED      | U67120WB1987PLC043328 | SUBSIDIARY                           | 100                    | 2(87)                 |
| 3     |                               |                       |                                      |                        |                       |

**IV SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)**

| Category of Shareholders                                 | No. of Shares held at the beginning of the year |              |                |                   | No. of Shares held at the end of the year |          |                |                   | % change during the year |
|--|---|--------------|----------------|-------------------|---|----------|----------------|-------------------|--------------------------|
|  | Demat   | Physical     | Total          | % of Total Shares | Demat                                     | Physical | Total          | % of Total Shares |                          |
| <b>A. Promoters</b>                                      |   |              |                |                   |   |          |                |                   |                          |
| <b>(1) Indian</b>  |   |              |                |                   |   |          |                |                   |                          |
| a) Individual/HUF  | 69,406  | 8,145        | 77,551         | 10.0529           | 522,374                                   | —        | 522,374        | 67.7151           | 57.6622                  |
| b) Central Govt.or State Govt.                           | —   | —            | —              | —                 | —   | —        | —              | —                 | —                        |
| c) Bodies Corporates                                     | 479,023   | —            | 479,023        | 62.0955           | 38,270                                    | —        | 38,270         | 4.9609            | (57.1346)                |
| d) Bank/FI—  | —   | —            | —              | —                 | —   | —        | —              | —                 | —                        |
| e) Any other   | —   | —            | —              | —                 | —   | —        | —              | —                 | —                        |
| <b>SUB TOTAL: (A) (1)</b>                                | <b>548,429</b>                                  | <b>8,145</b> | <b>556,574</b> | <b>72.1484</b>    | <b>560,644</b>                            | <b>—</b> | <b>560,644</b> | <b>72.6760</b>    | <b>0.5276</b>            |
| <b>(2) Foreign</b>                                       |   |              |                |                   |   |          |                |                   |                          |
| a) NRI— Individuals                                      | —   | —            | —              | —                 | —   | —        | —              | —                 | —                        |
| b) Other Individuals                                     | —   | —            | —              | —                 | —   | —        | —              | —                 | —                        |
| c) Bodies Corp.  | —   | —            | —              | —                 | —   | —        | —              | —                 | —                        |
| d) Banks/FI  | —   | —            | —              | —                 | —   | —        | —              | —                 | —                        |
| e) Any other...  | —   | —            | —              | —                 | —   | —        | —              | —                 | —                        |
| <b>SUB TOTAL (A) (2)</b>                                 | <b>—</b>  | <b>—</b>     | <b>—</b>       | <b>—</b>          | <b>—</b>                                  | <b>—</b> | <b>—</b>       | <b>—</b>          | <b>—</b>                 |
| <b>Total Shareholding of Promoter (A)= (A)(1)+(A)(2)</b> | <b>548,429</b>                                  | <b>8,145</b> | <b>556,574</b> | <b>72.1484</b>    | <b>560,644</b>                            | <b>—</b> | <b>560,644</b> | <b>72.6760</b>    | <b>0.5276</b>            |



| Category of Shareholders   | No. of Shares held at the beginning of the year |          |         |                   | No. of Shares held at the end of the year |          |         |                   | % change during the year |
|--|---|----------|---------|-------------------|---|----------|---------|-------------------|--------------------------|
|  | Demat   | Physical | Total   | % of Total Shares | Demat                                     | Physical | Total   | % of Total Shares |                          |
| <b>B. PUBLIC SHAREHOLDING</b>  |   |          |         |                   |   |          |         |                   |                          |
| <b>(1) Institutions</b>  |   |          |         |                   |   |          |         |                   |                          |
| a) Mutual Funds  | —   | —        | —       | —                 | —   | —        | —       | —                 | —                        |
| b) Banks/Fl  | 30  | 60       | 90      | 0.0117            | 30  | 60       | 90      | 0.0117            | —                        |
| c) Central Govt.   | —   | —        | —       | —                 | —   | —        | —       | —                 | —                        |
| d) State Govt.   | —   | —        | —       | —                 | —   | —        | —       | —                 | —                        |
| e) Venture Capital Fund  | —   | —        | —       | —                 | —   | —        | —       | —                 | —                        |
| f) Insurance Companies   | 13,925  | —        | 13,925  | 1.8051            | —   | —        | —       | —                 | —                        |
| g) FII/S —   | —   | —        | —       | —                 | —   | —        | —       | —                 | —                        |
| h) Foreign Venture Capital Funds   | —   | —        | —       | —                 | —   | —        | —       | —                 | —                        |
| i) Others (specify)  | —   | —        | —       | —                 | —   | —        | —       | —                 | —                        |
| <b>SUB TOTAL (B)(1):</b>   | 13,955  | 60       | 14,015  | 1.8168            | 30  | 60       | 90      | 0.0117            | (1.8051)                 |
| <b>(2) Non Institutions</b>  |   |          |         |                   |   |          |         |                   |                          |
| a) Bodies corporates   |   |          |         |                   |   |          |         |                   |                          |
| i) Indian  | 3,577   | 1,155    | 4,732   | 0.6134            | 2,571                                     | 1,155    | 3,726   | 0.4830            | (0.1304)                 |
| ii) Overseas   | —   | —        | —       | —                 | —   | —        | —       | —                 | —                        |
| b) Individuals   |   |          |         |                   |   |          |         |                   |                          |
| i) Individual shareholders holding nominal share capital upto Rs. 1 lakh           | 110,764   | 80,784   | 191,548 | 24.8303           | 108,610                                   | 75,713   | 184,323 | 23.8937           | (0.9366)                 |
| ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lakh | —   | —        | —       | —                 | —   | —        | —       | —                 | —                        |
| c) Others (specify)  |   |          |         |                   |   |          |         |                   |                          |
| i) Trusts  | 90  | —        | 90      | 0.0117            | 90  | —        | 90      | 0.0117            | —                        |
| ii) Clearing Member  | 125   | —        | 125     | 0.0162            | 5,061                                     | —        | 5,061   | 0.6561            | 0.6399                   |
| iii) Non Resident Individual   | 4,120   | 225      | 4,345   | 0.5632            | 17,270                                    | 225      | 17,495  | 2.2679            | 1.7046                   |
| <b>SUB TOTAL (B)(2):</b>   | 118,676   | 82,164   | 200,840 | 26.0348           | 133,602                                   | 77,093   | 210,695 | 27.3123           | 1.2775                   |
| <b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>                                | 132,631   | 82,224   | 214,855 | 27.8516           | 133,632                                   | 77,153   | 210,785 | 27.3240           | (0.5276)                 |
| <b>C. Shares held by Custodian for GDRs &amp; ADRs</b>                             | —   | —        | —       | —                 | —   | —        | —       | —                 | —                        |
| <b>Grand Total (A+B+C)</b>   | 681,060   | 90,369   | 771,429 | 100.0000          | 694,276                                   | 77,153   | 771,429 | 100.0000          | —                        |

## II SHARE HOLDING OF PROMOTERS

| Sl No. | Shareholders 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      | ADITYA VIKRAM LODHA                               | 36,843                                      | 4.7759                             | —  | 38,043                                | 4.9315                             | —  | 0.1556                                    |
| 2      | HARSH VARDHAN LODHA                               | 32,164                                      | 4.1694                             | —  | 35,040                                | 4.5422                             | —  | 0.3728                                    |
| 3      | RAJENDRA SINGH LODHA                              | 8,145                                       | 1.0558                             | —  | —                                     | —                                  | —  | (1.0558)                                  |
| 4      | ANAMIKA LODHA                                     | 201   | 0.0261                             | —  | 220,576                               | 28.5932                            | —  | 28.5671                                   |
| 5      | SIMIKA LODHA                                      | 198   | 0.0257                             | —  | 220,576                               | 28.5932                            | —  | 28.5675                                   |
| 6      | ADITYA VIKRAM LODHA                               | —   | —                                  | —  | 8,133                                 | 1.0543                             | —  | 1.0543                                    |
| 7      | CITY HOLDINGS LTD.                                | 252,561                                     | 32.7394                            | —  | —                                     | —                                  | —  | (32.7394)                                 |
| 8      | MEENAKSHI INDUSTRIES LTD.                         | 150,449                                     | 19.5026                            | —  | —                                     | —                                  | —  | (19.5026)                                 |
| 9      | JAIN INDUSTRIAL AND COMMERCIAL SERVICES PVT. LTD. | 38,270                                      | 4.9609                             | —  | 38,270                                | 4.9609                             | —  | —   |
| 10     | HARSH CHEMICALS LTD.                              | 20,055                                      | 2.5997                             | —  | —                                     | —                                  | —  | (2.5997)                                  |
| 11     | MANORAMA INDUSTRIAL AND TECHNICAL SERVICES LTD.   | 9,750                                       | 1.2639                             | —  | —                                     | —                                  | —  | (1.2639)                                  |
| 12     | ADITYA CONSULTANTS & TRADERS LTD.                 | 6,918                                       | 0.8968                             | —  | —                                     | —                                  | —  | (0.8968)                                  |
| 13     | CITY CONSULTANTS LTD.                             | 1,020                                       | 0.1322                             | —  | —                                     | —                                  | —  | (0.1322)                                  |
| 14     | VARDHAMAN LODHA                                   | —   | —                                  | —  | 6                                     | 0.0008                             | —  | 0.0008                                    |
|        | <b>Total</b>                                      | <b>556,574</b>                              | <b>72.1484</b>                     |  | <b>560,644</b>                        | <b>72.6760</b>                     |  | <b>0.5276</b>                             |

## (iii) CHANGE IN PROMOTERS' SHAREHOLDING ( SPECIFY IF THERE IS NO CHANGE)

| Sl. No. |   | Share holding at the beginning of the Year |                                  | Cumulative Share holding during the year                    |  |
|---------|---|--|----------------------------------|---|--|
|         |   | No. of Shares                              | % of total shares of the company | No of shares  | % of total shares of the company                                   |
| 1       | CITY CONSULTANTS LTD.<br>At the beginning of the year<br>As on 31/03/2015<br>At the end of the year   | 1020                                       | 0.1322                           | 1020<br>0<br>0  | 0.1322   |
| 2       | CITY HOLDINGS LTD.<br>At the beginning of the year<br>As on 31/03/2015<br>At the end of the year  | 252561                                     | 32.7394                          | 252561<br>0<br>0  | 32.7394  |
| 3       | HARSH CHEMICALS LTD.<br>At the beginning of the year<br>As on 31/03/2015<br>At the end of the year  | 20055                                      | 2.5997                           | 20055<br>0<br>0   | 2.5997   |
| 4       | JAIN INDUSTRIAL AND COMMERCIAL SERVICES PRIVATE LIMITED<br>At the beginning of the year<br>At the end of the year   | 38270                                      | 4.9609                           | 38270<br>38270  | 4.9609<br>4.9609   |
| 5       | MEENAKSHI INDUSTRIES LTD.<br>At the beginning of the year<br>As on 31/03/2015<br>At the end of the year   | 150449                                     | 19.5026                          | 150449<br>0<br>0  | 19.5026  |
| 6       | ADIYA CONSULTANTS & TRADERS LIMITED<br>At the beginning of the year<br>As on 31/03/2015<br>At the end of the year   | 6918                                       | 0.8968                           | 6918<br>0<br>0  | 0.8968   |
| 7       | MANORAMA INDUSTRIAL AND TECHNICAL SERVICES LTD.<br>At the beginning of the year<br>As on 31/03/2015<br>At the end of the year   | 9750                                       | 1.2639                           | 9750<br>0<br>0  | 1.2639   |
| 8       | ADIYA VIKRAM LODHA<br>At the beginning of the year<br>As on 27/02/2015 - Transfer<br>At the end of the year   | 0  | 0.0000                           | 0<br>8133<br>8133   | 0.0000<br>1.0543<br>1.0543   |
| 9       | SIMIKA LODHA<br>At the beginning of the year<br>At the end of the year  | 198  | 0.0257                           | 198<br>220576   | 0.0257<br>28.5932  |
| 10      | HARSH VARDHAN LODHA<br>At the beginning of the year<br>As on 09/05/2014 - Transfer<br>As on 30/05/2014 - Transfer<br>As on 05/12/2014 - Transfer<br>As on 20/02/2015 - Transfer<br>At the end of the year                               | 32164                                      | 4.1694                           | 32164<br>34824<br>34830<br>35034<br>35040<br>35040          | 4.1694<br>4.5142<br>4.5150<br>4.5414<br>4.5422<br>4.5422           |
| 11      | ADIYA VIKRAM LODHA<br>At the beginning of the year<br>As on 11/04/2014 - Transfer<br>As on 30/05/2014 - Transfer<br>As on 04/07/2014 - Transfer<br>As on 20/02/2015 - Transfer<br>As on 27/02/2015 - Transfer<br>At the end of the year | 36843                                      | 4.7759                           | 36843<br>37468<br>45613<br>46188<br>46176<br>38043<br>38043 | 4.7759<br>4.8570<br>5.9128<br>5.9873<br>5.9858<br>4.9315<br>4.9315 |
| 12      | ANAMIKA LODHA<br>At the beginning of the year<br>At the end of the year   | 201  | 0.0261                           | 201<br>220576   | 0.0261<br>28.5932  |
| 13      | VARDHAMAN LODHA<br>At the beginning of the year<br>As on 31/03/2015 - Transfer<br>At the end of the year  | 0  | 0.0000                           | 0<br>6<br>6   | 0.0000<br>0.0008<br>0.0008   |
| 14      | RAJENDRA SINGH LODHA<br>At the beginning of the year<br>As on 30/05/2014<br>At the end of the year  | 12   | 0.0016                           | 12<br>0<br>0  | 0.0016<br>0.0000<br>0.0000   |
| 15      | RAJENDRA SINGH LODHA<br>At the beginning of the year<br>As on 30/05/2014<br>At the end of the year  | 8133                                       | 1.0543                           | 8133<br>0<br>0  | 1.0543<br>0.0000<br>0.0000   |



(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters & Holders of GDRs & 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       | RELIGARE SECURITIES LTD.<br>At the beginning of the year<br>As on 04/04/2014 - Transfer<br>As on 11/04/2014 - Transfer<br>As on 18/04/2014 - Transfer<br>As on 25/04/2014 - Transfer<br>As on 02/05/2014 - Transfer<br>As on 09/05/2014 - Transfer<br>As on 04/07/2014 - Transfer<br>As on 05/09/2014 - Transfer<br>As on 19/09/2014 - Transfer<br>As on 31/10/2014 - Transfer<br>As on 07/11/2014 - Transfer<br>As on 28/11/2014 - Transfer<br>As on 05/12/2014 - Transfer<br>As on 02/01/2015 - Transfer<br>As on 09/01/2015 - Transfer<br>As on 06/02/2015 - Transfer<br>At the end of the year    | 30  | 0.0039                           | 30<br>625<br>580<br>1076<br>1775<br>2666<br>6<br>25<br>23<br>888<br>889<br>888<br>1092<br>888<br>898<br>888<br>2<br>2                         | 0.0039<br>0.0810<br>0.0752<br>0.1395<br>0.2301<br>0.3456<br>0.0008<br>0.0032<br>0.0030<br>0.1151<br>0.1152<br>0.1151<br>0.1416<br>0.1151<br>0.1164<br>0.1151<br>0.0003<br>0.0003 |
| 2       | THE ORIENTAL INSURANCE COMPANY LIMITED<br>At the beginning of the year<br>As on 04/04/2014 - Transfer<br>As on 11/04/2014 - Transfer<br>As on 18/04/2014 - Transfer<br>As on 25/04/2014 - Transfer<br>As on 29/08/2014 - Transfer<br>As on 05/09/2014 - Transfer<br>As on 12/09/2014 - Transfer<br>As on 19/09/2014 - Transfer<br>As on 30/09/2014 - Transfer<br>As on 03/10/2014 - Transfer<br>As on 10/10/2014 - Transfer<br>As on 17/10/2014 - Transfer<br>As on 24/10/2014 - Transfer<br>As on 31/10/2014 - Transfer<br>As on 07/11/2014 - Transfer<br>As on 14/11/2014<br>At the end of the year | 13925                                     | 1.8051                           | 13925<br>13625<br>13315<br>12565<br>11889<br>11814<br>11409<br>9611<br>7956<br>6910<br>6788<br>5787<br>2827<br>2296<br>2125<br>1575<br>0<br>0 | 1.8051<br>1.7662<br>1.7260<br>1.6288<br>1.5412<br>1.5314<br>1.4789<br>1.2459<br>1.0313<br>0.8957<br>0.8799<br>0.7502<br>0.3665<br>0.2976<br>0.2755<br>0.2042<br>0.0000<br>0.0000 |
| 3       | ROSHAN SORABJI BATLIBOI<br>At the beginning of the year<br>At the end of the year   | 1242                                      | 0.1610                           | 1242<br>1242  | 0.1610<br>0.1610   |
| 4       | COMPETENT FINMAN PVT. LTD.<br>At the beginning of the year<br>As on 05/12/2014 - Transfer<br>As on 12/12/2014 - Transfer<br>As on 19/12/2014 - Transfer<br>As on 31/12/2014 - Transfer<br>As on 02/01/2015 - Transfer<br>As on 09/01/2015 - Transfer<br>As on 16/01/2015 - Transfer<br>As on 23/01/2015 - Transfer<br>As on 30/01/2015 - Transfer<br>As on 06/02/2015 - Transfer<br>As on 13/02/2015 - Transfer<br>At the end of the year   | 0   | 0.0000                           | 0<br>3000<br>2505<br>2405<br>1975<br>1575<br>1024<br>785<br>560<br>435<br>176<br>141<br>141   | 0.0000<br>0.3889<br>0.3247<br>0.3118<br>0.2560<br>0.2042<br>0.1327<br>0.1018<br>0.0726<br>0.0564<br>0.0228<br>0.0183<br>0.0183   |
| 5       | GUNNY CHEM TEX INDIA LIMITED<br>At the beginning of the year<br>As on 30/09/2014 - Transfer<br>As on 03/10/2014 - Transfer<br>As on 10/10/2014 - Transfer<br>As on 17/10/2014 - Transfer<br>As on 24/10/2014 - Transfer<br>As on 07/11/2014 - Transfer<br>As on 14/11/2014 - Transfer<br>As on 31/12/2014<br>At the end of the year   | 0   | 0.0000                           | 0<br>30<br>71<br>1036<br>2650<br>3692<br>4075<br>4319<br>0<br>0   | 0.0000<br>0.0039<br>0.0092<br>0.1343<br>0.3435<br>0.4786<br>0.5282<br>0.5599<br>0.0000<br>0.0000   |

ALFRED HERBERT (INDIA) LTD.

| 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   |
| 6       | MANU STOCK BROKING PRIVATE LIMITED<br>At the beginning of the year<br>As on 30/06/2014 - Transfer<br>As on 31/12/2014 - Transfer<br>At the end of the year  | 0   | 0.0000                           | 0<br>300<br>4319<br>4519  | 0.0000<br>0.0389<br>0.5599<br>0.5858   |
| 7       | O P CHUGH<br>At the beginning of the year<br>At the end of the year   | 4041                                      | 0.5238                           | 4041<br>4041  | 0.5238<br>0.5238   |
| 8       | PUSHP KHURANA<br>At the beginning of the year<br>As on 05/09/2014 - Transfer<br>As on 05/12/2014 - Transfer<br>As on 13/03/2015 - Transfer<br>At the end of the year  | 0   | 0.0000                           | 0<br>3000<br>30<br>189<br>189   | 0.0000<br>0.3889<br>0.0039<br>0.0245<br>0.0245   |
| 9       | STOCK PATH ADVISORS LLP<br>At the beginning of the year<br>As on 02/01/2015 - Transfer<br>As on 31/03/2015<br>At the end of the year  | 0   | 0.0000                           | 0<br>4319<br>0<br>0   | 0.0000<br>0.5599<br>0.0000<br>0.0000   |
| 10      | AJIT ARAVIND PRABHU<br>At the beginning of the year<br>As on 04/04/2014 - Transfer<br>As on 11/04/2014 - Transfer<br>As on 18/04/2014 - Transfer<br>As on 25/04/2014 - Transfer<br>As on 09/05/2014 - Transfer<br>As on 16/05/2014 - Transfer<br>As on 23/05/2014 - Transfer<br>As on 30/05/2014 - Transfer<br>As on 06/06/2014 - Transfer<br>As on 13/06/2014 - Transfer<br>As on 20/06/2014 - Transfer<br>As on 30/06/2014 - Transfer<br>As on 04/07/2014 - Transfer<br>As on 11/07/2014 - Transfer<br>As on 18/07/2014 - Transfer<br>As on 25/07/2014 - Transfer<br>As on 01/08/2014 - Transfer<br>As on 08/08/2014 - Transfer<br>As on 14/08/2014 - Transfer<br>As on 22/08/2014 - Transfer<br>As on 29/08/2014 - Transfer<br>As on 05/09/2014 - Transfer<br>As on 12/09/2014 - Transfer<br>As on 19/09/2014 - Transfer<br>As on 30/09/2014 - Transfer<br>As on 10/10/2014 - Transfer<br>As on 17/10/2014 - Transfer<br>As on 24/10/2014 - Transfer<br>As on 31/10/2014 - Transfer<br>As on 07/11/2014 - Transfer<br>As on 14/11/2014 - Transfer<br>As on 21/11/2014 - Transfer<br>As on 28/11/2014 - Transfer<br>As on 05/12/2014 - Transfer<br>As on 12/12/2014 - Transfer<br>As on 19/12/2014 - Transfer<br>As on 31/12/2014 - Transfer<br>As on 02/01/2015 - Transfer<br>As on 09/01/2015 - Transfer<br>As on 16/01/2015 - Transfer<br>As on 23/01/2015 - Transfer<br>As on 30/01/2015 - Transfer<br>As on 20/02/2015 - Transfer<br>As on 06/03/2015 - Transfer<br>At the end of the year | 2329                                      | 0.3019                           | 2329<br>2856<br>3122<br>3302<br>3882<br>4040<br>4393<br>4839<br>4904<br>5085<br>5626<br>5731<br>5959<br>6034<br>6216<br>6286<br>6550<br>6559<br>6865<br>7192<br>7396<br>7531<br>8135<br>8479<br>8962<br>10452<br>10633<br>11070<br>11670<br>11970<br>12165<br>12524<br>12600<br>12990<br>13040<br>13590<br>14218<br>14616<br>15082<br>15324<br>15520<br>15868<br>15988<br>16038<br>16164<br>16164 | 0.3019<br>0.3702<br>0.4047<br>0.4280<br>0.5032<br>0.5237<br>0.5695<br>0.6273<br>0.6357<br>0.6592<br>0.7293<br>0.7429<br>0.7725<br>0.7822<br>0.8058<br>0.8149<br>0.8491<br>0.8502<br>0.8899<br>0.9323<br>0.9587<br>0.9762<br>1.0545<br>1.0991<br>1.1617<br>1.3549<br>1.3784<br>1.4350<br>1.5128<br>1.5517<br>1.5769<br>1.6235<br>1.6333<br>1.6839<br>1.6904<br>1.7617<br>1.8431<br>1.8947<br>1.9551<br>1.9864<br>2.0119<br>2.0570<br>2.0725<br>2.0790<br>2.0953<br>2.0953 |



| 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   |
| 11      | SHALINI A PRABHU<br>At the beginning of the year<br>As on 04/04/2014 - Transfer<br>As on 11/04/2014 - Transfer<br>As on 18/04/2014 - Transfer<br>As on 25/04/2014 - Transfer<br>As on 02/05/2014 - Transfer<br>As on 23/05/2014 - Transfer<br>As on 30/05/2014 - Transfer<br>As on 06/06/2014 - Transfer<br>As on 13/06/2014 - Transfer<br>As on 20/06/2014 - Transfer<br>As on 30/06/2014 - Transfer<br>As on 04/07/2014 - Transfer<br>As on 11/07/2014 - Transfer<br>As on 18/07/2014 - Transfer<br>As on 25/07/2014 - Transfer<br>As on 01/08/2014 - Transfer<br>As on 08/08/2014 - Transfer<br>As on 14/08/2014 - Transfer<br>As on 22/08/2014 - Transfer<br>As on 29/08/2014 - Transfer<br>As on 05/09/2014 - Transfer<br>As on 12/09/2014 - Transfer<br>As on 19/09/2014 - Transfer<br>As on 30/09/2014 - Transfer<br>As on 03/10/2014 - Transfer<br>As on 10/10/2014 - Transfer<br>As on 17/10/2014 - Transfer<br>As on 31/10/2014 - Transfer<br>As on 07/11/2014 - Transfer<br>As on 14/11/2014 - Transfer<br>As on 21/11/2014 - Transfer<br>As on 28/11/2014 - Transfer<br>As on 05/12/2014 - Transfer<br>As on 12/12/2014 - Transfer<br>As on 19/12/2014 - Transfer<br>As on 31/12/2014 - Transfer<br>As on 02/01/2015 - Transfer<br>As on 09/01/2015 - Transfer<br>As on 16/01/2015 - Transfer<br>As on 23/01/2015 - Transfer<br>As on 30/01/2015 - Transfer<br>As on 06/02/2015 - Transfer<br>As on 13/02/2015 - Transfer<br>As on 20/02/2015 - Transfer<br>As on 27/02/2015 - Transfer<br>As on 06/03/2015 - Transfer<br>As on 13/03/2015 - Transfer<br>As on 20/03/2015 - Transfer<br>As on 27/03/2015 - Transfer<br>At the end of the year | 2141                                      | 0.2775                           | 2141<br>2070<br>2050<br>2065<br>2016<br>1981<br>2014<br>2050<br>2056<br>2194<br>2213<br>2212<br>2242<br>2264<br>2294<br>2348<br>2375<br>2350<br>2270<br>2206<br>2176<br>2216<br>2130<br>2127<br>2208<br>2231<br>2280<br>2268<br>2358<br>2424<br>2389<br>2329<br>2285<br>2238<br>2313<br>2250<br>2277<br>2313<br>2305<br>2444<br>2502<br>2521<br>2580<br>2549<br>2553<br>2557<br>2532<br>2409<br>2389<br>2446<br>2466 | 0.2775<br>0.2683<br>0.2657<br>0.2677<br>0.2613<br>0.2568<br>0.2611<br>0.2657<br>0.2665<br>0.2844<br>0.2869<br>0.2867<br>0.2906<br>0.2935<br>0.2974<br>0.3044<br>0.3079<br>0.3046<br>0.2943<br>0.2860<br>0.2821<br>0.2873<br>0.2761<br>0.2757<br>0.2862<br>0.2892<br>0.2956<br>0.2940<br>0.3057<br>0.3142<br>0.3097<br>0.3019<br>0.2962<br>0.2901<br>0.2998<br>0.2917<br>0.2952<br>0.2998<br>0.2988<br>0.3168<br>0.3243<br>0.3268<br>0.3344<br>0.3304<br>0.3309<br>0.3315<br>0.3282<br>0.3123<br>0.3097<br>0.3171<br>0.3197 |
| 12      | KESHAV GARG<br>At the beginning of the year<br>As on 14/11/2014 - Transfer<br>As on 21/11/2014 - Transfer<br>As on 28/11/2014 - Transfer<br>As on 05/12/2014 - Transfer<br>At the end of the year   | 500                                       | 0.0648                           | 500<br>1902<br>1964<br>2057<br>2075<br>2075  | 0.0648<br>0.2466<br>0.2546<br>0.2666<br>0.2690<br>0.2690   |
| 13      | ARAVIND PRABHU K V<br>At the beginning of the year<br>As on 04/04/2014 - Transfer<br>As on 11/04/2014 - Transfer<br>As on 18/04/2014 - Transfer<br>As on 25/04/2014 - Transfer<br>As on 16/05/2014 - Transfer<br>As on 23/05/2014 - Transfer<br>As on 30/05/2014 - Transfer<br>As on 06/06/2014 - Transfer<br>As on 13/06/2014 - Transfer   | 7771                                      | 1.0074                           | 7771<br>7801<br>7725<br>7761<br>7804<br>7861<br>7897<br>7869<br>7828<br>7878   | 1.0074<br>1.0112<br>1.0014<br>1.0061<br>1.0116<br>1.0190<br>1.0237<br>1.0201<br>1.0147<br>1.0212   |



| 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 |
|         | As on 20/06/2014 - Transfer                                 |   |                                  | 7909                                    | 1.0252                           |
|         | As on 30/06/2014 - Transfer                                 |   |                                  | 7883                                    | 1.0219                           |
|         | As on 04/07/2014 - Transfer                                 |   |                                  | 7903                                    | 1.0245                           |
|         | As on 11/07/2014 - Transfer                                 |   |                                  | 7935                                    | 1.0286                           |
|         | As on 18/07/2014 - Transfer                                 |   |                                  | 7877                                    | 1.0211                           |
|         | As on 25/07/2014 - Transfer                                 |   |                                  | 7897                                    | 1.0237                           |
|         | As on 01/08/2014 - Transfer                                 |   |                                  | 7923                                    | 1.0271                           |
|         | As on 08/08/2014 - Transfer                                 |   |                                  | 7892                                    | 1.0230                           |
|         | As on 14/08/2014 - Transfer                                 |   |                                  | 7893                                    | 1.0232                           |
|         | As on 22/08/2014 - Transfer                                 |   |                                  | 7828                                    | 1.0147                           |
|         | As on 05/09/2014 - Transfer                                 |   |                                  | 7902                                    | 1.0243                           |
|         | As on 12/09/2014 - Transfer                                 |   |                                  | 7932                                    | 1.0282                           |
|         | As on 19/09/2014 - Transfer                                 |   |                                  | 7850                                    | 1.0176                           |
|         | As on 30/09/2014 - Transfer                                 |   |                                  | 8000                                    | 1.0370                           |
|         | As on 03/10/2014 - Transfer                                 |   |                                  | 7950                                    | 1.0306                           |
|         | As on 10/10/2014 - Transfer                                 |   |                                  | 7951                                    | 1.0307                           |
|         | As on 17/10/2014 - Transfer                                 |   |                                  | 7993                                    | 1.0361                           |
|         | As on 31/10/2014 - Transfer                                 |   |                                  | 8024                                    | 1.0401                           |
|         | As on 07/11/2014 - Transfer                                 |   |                                  | 8045                                    | 1.0429                           |
|         | As on 14/11/2014 - Transfer                                 |   |                                  | 7990                                    | 1.0357                           |
|         | As on 21/11/2014 - Transfer                                 |   |                                  | 7991                                    | 1.0359                           |
|         | As on 05/12/2014 - Transfer                                 |   |                                  | 7993                                    | 1.0361                           |
|         | As on 19/12/2014 - Transfer                                 |   |                                  | 7938                                    | 1.0290                           |
|         | As on 31/12/2014 - Transfer                                 |   |                                  | 7919                                    | 1.0265                           |
|         | As on 02/01/2015 - Transfer                                 |   |                                  | 7819                                    | 1.0136                           |
|         | As on 09/01/2015 - Transfer                                 |   |                                  | 7844                                    | 1.0168                           |
|         | As on 23/01/2015 - Transfer                                 |   |                                  | 7854                                    | 1.0181                           |
|         | As on 30/01/2015 - Transfer                                 |   |                                  | 7950                                    | 1.0306                           |
|         | As on 06/02/2015 - Transfer                                 |   |                                  | 7951                                    | 1.0307                           |
|         | As on 13/02/2015 - Transfer                                 |   |                                  | 8017                                    | 1.0392                           |
|         | As on 20/02/2015 - Transfer                                 |   |                                  | 7996                                    | 1.0365                           |
|         | As on 27/02/2015 - Transfer                                 |   |                                  | 7989                                    | 1.0356                           |
|         | As on 06/03/2015 - Transfer                                 |   |                                  | 8020                                    | 1.0396                           |
|         | As on 20/03/2015 - Transfer                                 |   |                                  | 7965                                    | 1.0325                           |
|         | As on 27/03/2015 - Transfer                                 |   |                                  | 7994                                    | 1.0363                           |
|         | At the end of the year                                      |   |                                  | 8059                                    | 1.0447                           |
| 14      | HITESHKUMAR NARANBHAI PATEL<br>At the beginning of the year | 1431                                      | 0.1855                           | 1431                                    | 0.1855                           |
|         | At the end of the year                                      |   |                                  | 1431                                    | 0.1855                           |
| 15      | NEVILLE COELHO<br>At the beginning of the year              | 1410                                      | 0.1828                           | 1410                                    | 0.1828                           |
|         | At the end of the year                                      |   |                                  | 1410                                    | 0.1828                           |
| 16      | PUSH KHURANA<br>At the beginning of the year                | 3000                                      | 0.3889                           | 3000                                    | 0.3889                           |
|         | As on 05/09/2014  |   |                                  | 0                                       | 0.0000                           |
|         | At the end of the year                                      |   |                                  | 0                                       | 0.0000                           |
| 17      | SAMIR MAHENDRA SHAH<br>At the beginning of the year         | 2190                                      | 0.2839                           | 2190                                    | 0.2839                           |
|         | At the end of the year                                      |   |                                  | 2190                                    | 0.2839                           |

(v) Shareholding of Directors & KMP

| Sl. No. | For Each of Directors & 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       | RAMESH TAPURIAH<br>At the beginning of the year     | 132                                       | 0.0171                           | 132                                     | 0.0171                           |
|         | At the end of the year                              |   |                                  | 132                                     | 0.0171                           |
| 2       | SIMIKA LODHA<br>At the beginning of the year        | 198                                       | 0.0257                           | 198                                     | 0.0257                           |
|         | At the end of the year                              |   |                                  | 220576                                  | 28.5932                          |
| 3       | HARSH VARDHAN LODHA<br>At the beginning of the year | 32164                                     | 4.1694                           | 32164                                   | 4.1694                           |
|         | As on 09/05/2014 - Transfer                         |   |                                  | 34824                                   | 4.5142                           |
|         | As on 30/05/2014 - Transfer                         |   |                                  | 34830                                   | 4.5150                           |
|         | As on 05/12/2014 - Transfer                         |   |                                  | 35034                                   | 4.5414                           |
|         | As on 20/02/2015 - Transfer                         |   |                                  | 35040                                   | 4.5422                           |
|         | At the end of the year                              |   |                                  | 35040                                   | 4.5422                           |



| Sl. No. | For Each of Directors & 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                                   |
| 4       | ADITYA VIKRAM LODHA<br>At the beginning of the year<br>As on 11/04/2014 - Transfer<br>As on 30/05/2014 - Transfer<br>As on 04/07/2014 - Transfer<br>As on 20/02/2015 - Transfer<br>As on 27/02/2015 - Transfer<br>At the end of the year | 36843                                     | 4.7759                           | 36843<br>37468<br>45613<br>46188<br>46176<br>38043 | 4.7759<br>4.8570<br>5.9128<br>5.9873<br>5.9858<br>4.9315<br>4.9315 |

#### (v) INDEBTEDNESS

| Indebtedness of the Company including interest outstanding/accrued but not due for payment |                                  |                 |          |                    |
|--|----------------------------------|-----------------|----------|--------------------|
|  | Secured Loans Excluding deposits | Unsecured Loans | Deposits | Total Indebtedness |
| <b>Indebtness at the beginning of the financial year</b>                                   |                                  |                 |          |                    |
| i) Principal Amount  | —                                | —               | —        | —                  |
| ii) Interest due but not paid  | —                                | —               | —        | —                  |
| iii) Interest accrued but not due  | —                                | —               | —        | —                  |
| <b>Total (i + ii + iii)</b>  | —                                | —               | —        | —                  |
| <b>Change in Indebtedness during the financial year</b>                                    |                                  |                 |          |                    |
| Additions  | —                                | —               | —        | —                  |
| Reduction  | —                                | —               | —        | —                  |
| Net Change   | —                                | —               | —        | —                  |
| <b>Indebtedness at the end of the financial year</b>                                       |                                  |                 |          |                    |
| i) Principal Amount  | —                                | —               | —        | —                  |
| ii) Interest due but not paid  | —                                | —               | —        | —                  |
| iii) Interest accrued but not due  | —                                | —               | —        | —                  |
| <b>Total (i + ii + iii)</b>  | —                                | —               | —        | —                  |

#### VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

##### A. Remuneration to Managing Director, Whole time director and/or Manager:

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

**B. Remuneration to other directors:**

| Sl.No                       | Particulars of Remuneration                     | Name of the Directors   |   |   | Total Amount |         |
|-----------------------------|---|-------------------------|---|---|--------------|---------|
| 1                           | Independent Directors                           |                         |   |   |              |         |
|                             | (a) Fees for attending board committee meetings | RAMESH CHANDRA TAPURIAH |   |   | 70,000       |         |
|                             |   | SANJEEV BHANDARI        |   |   | 65,000       |         |
|                             |   | SARDUL SINGH JAIN       |   |   | 60,000       |         |
|                             | (b) Commission                                  | —                       | — | — | —            |         |
| (c ) Others, please specify | —   | —                       | — | — |              |         |
|                             | Total (1)                                       | —                       | — | — | 195,000      |         |
| 2                           | Other Non Executive Directors                   |                         |   |   |              |         |
|                             | "(a) Fee for attending board committee meetings | ADITYA VIKRAM LODHA     |   |   | 40,000       |         |
|                             |   | HARSH VARDHAN LODHA     |   |   | 25,000       |         |
|                             | (b) Commission                                  | —                       | — | — | —            |         |
|                             | (c ) Others, please specify.                    | —                       | — | — | —            |         |
|                             |   | Total (2)               | — | — | —            | 65,000  |
|                             |   | Total (B)=(1 +2)        | — | — | —            | 260,000 |
|                             | Total Managerial Remuneration                   |                         |   |   |              |         |
|                             | Overall Ceiling as per the Act.                 |                         |   |   | 260,000      |         |

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

| Sl. No. | Particulars of Remuneration   | Key Managerial Personnel |         | Total   |
|---------|---|--------------------------|---------|---------|
| 1       | Gross Salary  | CEO & Company Secretary  | CFO     |         |
|         | (a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961 . | 533,226                  | 420,000 | 953,226 |
|         | (b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961                        | —                        | —       | —       |
|         | (c ) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961        | —                        | —       | —       |
| 2       | Stock Option  | —                        | —       | —       |
| 3       | Sweat Equity  | —                        | —       | —       |
| 4       | Commission as % of Profit   | —                        | —       | —       |
| 5       | Others, please specify  | —                        | —       | —       |
|         |   |                          |         |         |
|         | Total   | 533,226                  | 420,000 | 953,226 |

**VII PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES**

| Type                                | Section of the Companies Act | Brief Description | Details of Penalty/Punishment/ Compounding fees imposed | Authority (RD/NCLT/ Court) | Appeal made if any (give details) |
|-------------------------------------|------------------------------|-------------------|---|----------------------------|-----------------------------------|
| <b>A. COMPANY</b>                   |                              |                   |   |                            |                                   |
| Penalty                             | —                            | —                 | —   | —                          | —                                 |
| Punishment                          | —                            | —                 | —   | —                          | —                                 |
| Compounding                         | —                            | —                 | —   | —                          | —                                 |
| <b>B. DIRECTORS</b>                 |                              |                   |   |                            |                                   |
| Penalty                             | —                            | —                 | —   | —                          | —                                 |
| Punishment                          | —                            | —                 | —   | —                          | —                                 |
| Compounding                         | —                            | —                 | —   | —                          | —                                 |
| <b>C. OTHER OFFICERS IN DEFAULT</b> |                              |                   |   |                            |                                   |
| Penalty                             | —                            | —                 | —   | —                          | —                                 |
| Punishment                          | —                            | —                 | —   | —                          | —                                 |
| Compounding                         | —                            | —                 | —   | —                          | —                                 |



## CORPORATE GOVERNANCE REPORT FOR THE YEAR 2014-15

### 1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company believes that good corporate governance practices would ensure a better transparency, accountability, integrity and responsibility in corporate actions and thereby would help in boosting investors / stake holders confidence in the Company. The focus of the Company has always been to ensure continuing value creation for its shareholders and above all, to achieve business excellence with the goal of long term sustainable development.

### 2. BOARD OF DIRECTORS

The strength of the Board of Directors as on 31st March 2015 is 6 out of which 3 are independent. The Board is headed by Non-executive Chairman. The composition

of the Board of Directors is in conformity with the Corporate Governance Code.

None of the Directors is a member of more than 10 Committees and Chairman of more than 5 Committees (as specified in clause 49) across in which all the Companies in which he is a Director.

During the year 4 meetings of the Board of Directors were held on 17th May 2014, 30th July 2014, 10th November 2014 and 27th January 2015 and one meeting of Independent Directors held on 20th March 2015.

The composition and category of the Directors on Board, their attendance at the Board Meetings during the year and at the last Annual General Meeting, as also number of Directorships and Committee Memberships / Chairmanships and number of shares held by them as on 31st March 2015 are as follows:-

| Name of Director | Relationship with other Directors                              | Category                                     | No. of Board Meetings attended | Attendance in last A.G.M | No. of Shares held | No of other Directorships* | Details of other Committee Membership |          |
|------------------|--|--|--------------------------------|--------------------------|--------------------|----------------------------|---------------------------------------|----------|
|                  |  |  |                                |                          |                    |                            | Member                                | Chairman |
| Mr. A V Lodha    | Brother of Mr. H V Lodha & Husband of Ms. Simika Lodha         | Chairman<br>Non-independent<br>Non-executive | 3                              | No                       | 38,043             | 5                          | 3                                     | 2        |
| Mr. H V Lodha    | Brother of Mr. A V Lodha<br>Brother-in-law of Ms. Simika Lodha | Non-independent<br>Non-executive             | 2                              | No                       | 35,040             | 23                         | 9                                     | 3        |
| Ms. Simika Lodha | Wife of Mr. A V Lodha & Sister-in-law of Mr. H V Lodha         | Non-independent***<br>Non-executive          | —                              | —                        | 220,576            | —                          | —                                     | —        |
| Mr. R.C Tapuriah | None   | Independent**<br>Non-executive               | 4                              | Yes                      | 132                | 13                         | 4                                     | 4        |
| Mr. S.S Jain     | None   | Independent**<br>Non-executive               | 4                              | Yes                      | —                  | 17                         | 2                                     | 3        |
| Mr. S Bhandari   | None   | Independent**<br>Non-executive               | 4                              | Yes                      | —                  | 2                          | —                                     | —        |

\*including Alternate Directorships and Directorships of Private Companies. \*\*including 1 meeting of Independent Directors. \*\*\*appointed on 30th March 2015 after which, no Board Meeting were held.

### CODE OF CONDUCT:

The Company has always encouraged and supported ethical business practices in personal and corporate behaviour by its directors and employees. The Company has framed a specific Code of Conduct for the members of the Board of Directors and Senior Management Personnel of the Company. The Code of Conduct is posted on the website of the Company. All Board Members and Senior Management Personnel have confirmed compliance with the Code.

### 3. AUDIT COMMITTEE

The Audit Committee of the Board of your Company comprises exclusively of Independent Non-executive Directors Mr S S Jain, Mr. R C Tapuriah and Mr. S Bhandari. Mr. S. S. Jain is the Chairman of the Committee. The Committee acts as a link between the Statutory & Internal

Auditors and the Board of Directors. The Compliance Officer acts as the Secretary to the Audit Committee.

The terms of reference of the Audit Committee are in accordance with sub-clause II of Clause 49 of the Listing Agreement entered into with the Stock Exchange and inter alia include

To ensure that the financial reporting process and the disclosure of its financial information at the financial statements are correct, sufficient and credible. Recommend the appointment of Statutory Auditors and Fixation of Audit Fees. Reviewing, with the Management, the annual financial statements. Reviewing, with the Management, performance of Statutory and Internal Auditors and adequacy of the Internal Control Systems. Reviewing the adequacy of Internal Audit Functions. Discussion with Statutory Auditors and Internal Auditors on nature and

scope of audit etc. Reviewing the Company's Financial and Risk Management Policies.

The Company held 4 Audit Committee Meetings during the year on 17th May 2014, 30th July 2014, 10th November 2014 and 27th January 2015. Attendance of Directors at these meetings are as under: -

| Name of Member    | Status   | No. of Meetings attended |
|-------------------|----------|--------------------------|
| Mr. S.S. Jain     | Chairman | 3                        |
| Mr. R.C. Tapuriah | Member   | 3                        |
| Mr. S. Bhandari   | Member   | 3                        |

#### 4. NOMINATION & REMUNERATION COMMITTEE

The Nomination & Remuneration Committee has been constituted on 17th May 2014 by the Board of Directors in compliance with Section 178 of the Companies Act, 2013.

The Nomination & Remuneration Committee shall act in accordance with the prescribed provisions of Section 178 of the Companies Act 2013 and shall perform the following functions: -

- to formulate the criteria for determining qualifications;
- to frame and formulate positive attributes and independence of a director;
- to recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees;
- to identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down;
- to recommend to the Board their appointment and removal and shall carryout evaluation of every director's performance.

During the year two meetings of the Nomination and Remuneration Committee were held on 12th July 2014 and 10th November 2014.

The composition and attendance of Directors at these meetings are as under:

| Name of Member   | Status   | No. of Meetings attended |
|------------------|----------|--------------------------|
| Mr. A V Lodha    | Chairman | 2                        |
| Mr. R C Tapuriah | Member   | 1                        |
| Mr. S Bhandari   | Member   | 1                        |

#### 5. STAKEHOLDERS RELATIONSHIP COMMITTEE

As per the provisions of Section 178 of the Companies Act, 2013, the nomenclature of the Investors' Grievance Committee has been changed to Stakeholders Relationship Committee with effect from 17th May 2014.

The Stakeholders Relationship Committee looks into issues relating to shareholders including transfer of shares, redressal of complaints from investors and shall consider and resolve the grievances of security holders of the Company.

During the year the Committee held two meetings on 17th May 2014 and 27th January 2015.

The composition and attendance of Directors/Members at these meetings are as under:

| Name of Director/ Member | Status   | No. of Meetings attended |
|--------------------------|----------|--------------------------|
| Mr. S S Jain             | Chairman | 2                        |
| Mr. R C Tapuriah         | Member   | 2                        |
| Mr. A K Basu             | Member   | 2                        |

During the year, no complaints were received from any shareholder.

Mr. A. K. Basu, Chief Financial Officer is the Compliance Officer.

#### 6. DETAILS OF SITTING FEES PAID TO THE DIRECTORS DURING THE FINANCIAL YEAR ENDED 31ST MARCH 2015

| Name of Director  | Sitting Fees Rs. |
|-------------------|------------------|
| Mr. A.V. Lodha    | 40,000/-         |
| Mr. H.V. Lodha    | 25,000/-         |
| Mr. R.C. Tapuriah | 70,000/-         |
| Mr. S.S. Jain     | 60,000/-         |
| Mr. S. Bhandari   | 65,000/-         |

#### 7. GENERAL BODY MEETINGS

The last 3 Annual General Meetings were held as under: -

| Year    | Venue  | Date       | Time       |
|---------|--|------------|------------|
| 2013-14 | Bengal National Chamber of Commerce & Industry<br>23, Sir R N Mukherjee Road<br>Kolkata - 700 001  | 30.07.2014 | 11.00 a.m. |
| 2012-13 | Bengal National Chamber of Commerce & Industry<br>23, Sir. R N Mukherjee Road<br>Kolkata - 700 001 | 26.07.2013 | 11.00 a.m. |
| 2011-12 | Indian Chamber of Commerce<br>4 India Exchange Place<br>Kolkata - 700 001                          | 27.07.2012 | 10.00 a.m. |

There was no Special Resolution, which required passing through postal ballot. At present no Special Resolution is proposed to be passed through a postal ballot or at the Annual General Meeting.

#### 8. DISCLOSURES

- Details of transactions with related parties during the year have been furnished in Note No. 11 of the Accounting Policies and Notes on Accounts of the Annual Accounts. There are no materially significant transactions with related parties conflicting with the Company's interests.
- The Company has complied with all the requirements of the Listing Agreement with the Stock Exchanges as well as Regulations & Guidelines of Securities and Exchange of Board of India (SEBI). No penalties were imposed by SEBI, Stock Exchanges or any Statutory Authorities on matters relating to Capital Markets during the last three years.
- The Company has complied with all the applicable mandatory requirements. The Company has not adopted the non-mandatory requirements of the Listing Agreement.



## 9. MEANS OF COMMUNICATIONS

The quarterly, half-yearly and the annual financial results are published in English and vernacular newspapers and are also furnished to the Stock Exchange with whom the Company has listing arrangements to enable them to put them on their website. The Company's results are displayed on the Website www.alfredherbert.co.in

## 10. GENERAL SHAREHOLDER INFORMATION

95th Annual General Meeting

Date & Time : 21st July 2015 at 10.00 a.m.

Venue : Bengal National Chamber of Commerce & Industry  
23, Sir R N Mukherjee Road, Kolkata- 700 001

## 11. NEXT FINANCIAL CALENDAR

Company's financial year is based on 12 months starting from 1st April to 31st March

1st quarterly results : Before 15th August 2015  
2nd quarterly results : Before 15th November 2015  
3rd quarterly results : Before 15th February 2016  
Audited yearly results : Before the end of May 2016  
for the year ending  
31st March 2016

Date of Book Closure : From 14th July 2015 to  
21st July 2015  
(both days inclusive)

Dividend Payment Date : On or after 22nd July 2015

## 12. LISTING OF STOCK EXCHANGES

The Company's shares : Bombay Stock Exchange  
are listed at Limited  
Listing Fees as prescribed  
have been paid to the above  
Stock Exchange for the  
Financial year 2014-15

Stock Code of Equity  
Shares of the  
Company are as under:

Bombay Stock : Scrip Code No. 505216  
Exchnage Limited  
Corporate Identity : L74999WB1919PLC003516  
(CIN)  
ISIN : INE782D01027

## 13. MARKET PRICE DATA DURING THE FINANCIAL YEAR 2014-15

| Month     | Bombay Stock Exchange Ltd. |            |
|-----------|----------------------------|------------|
|           | High<br>Rs.                | Low<br>Rs. |
| April     | 253.50                     | 230.00     |
| May       | 255.00                     | 225.00     |
| June      | 260.00                     | 230.00     |
| July      | 269.00                     | 233.00     |
| August    | 276.00                     | 240.00     |
| September | 315.00                     | 257.00     |
| October   | 313.00                     | 290.00     |

| Month    | Bombay Stock Exchange Ltd. |            |
|----------|----------------------------|------------|
|          | High<br>Rs.                | Low<br>Rs. |
| November | 339.00                     | 290.00     |
| December | 360.00                     | 317.80     |
| January  | 549.00                     | 338.15     |
| February | 400.00                     | 322.00     |
| March    | 396.00                     | 332.00     |

**Registrar and Share Transfer Agent** Maheshwari Datamatics Pvt. Limited  
4, Surendra Mohan Ghosh Sarani,  
2nd Floor, Kolkata - 700 001  
Telephone No. 2248 2248/2243 5809  
E-mail mdpldc@yahoo.com  
E-mail mdpl@cal.vsnl.net.in  
Fax: (033) 2248 4787

## Share Transfer System

All the transfers received are processed by the Registrar and Transfer Agents and are approved by the Chief Financial Officer who has been authorised by the Board of Directors in this regard. Share Transfers are registered and returned within 15 days from the date of lodgment, if documents are complete in all respect.

## 14. DISTRIBUTION OF SHAREHOLDING AS ON 31ST MARCH 2015

| No. of Equity<br>Shares held | No. of Shareholders |                 | No. of Equity Shares |                 |
|------------------------------|---------------------|-----------------|----------------------|-----------------|
|                              | Total               | %               | Total                | %               |
| Upto 1000                    | 3286                | 99.4252         | 163917               | 21.2484         |
| 1001 to 5000                 | 11                  | 0.3328          | 22651                | 2.9363          |
| 5001 to 10000                | 2                   | 0.0605          | 16192                | 2.099           |
| 10001 to 50000               | 4                   | 0.121           | 127517               | 16.53           |
| 50001 and above              | 2                   | 0.0605          | 44 1152              | 57.1863         |
| <b>Total</b>                 | <b>3305</b>         | <b>100.0000</b> | <b>771429</b>        | <b>100.0000</b> |

**No. of Shareholders : 3305**  
**Share Capital : 771429**

## SHAREHOLDING PATTERN AS ON 31ST MARCH 2015

| Category                        | No. of<br>Share-<br>holders | No. of<br>Shares<br>held | Total Shareholding<br>as a % of Total<br>Share |
|---------------------------------|-----------------------------|--------------------------|--|
| Individuals                     | 3229                        | 184323                   | 23.89  |
| Non-Resident<br>Individuals     | 20                          | 17495                    | 2.27   |
| Bodies Corporate                | 44                          | 3726                     | 0.48   |
| Financial<br>Institutions/Banks | 2                           | 90                       | 0.01   |
| Trusts                          | 1                           | 90                       | 0.01   |
| Clearing Member                 | 2                           | 5061                     | 0.66   |
|                                 | 3298                        | 210785                   | 27.32  |
| Promoters                       | 7                           | 560644                   | 72.68  |
| <b>Total</b>                    | <b>3305</b>                 | <b>771429</b>            | <b>100.00</b>                                  |

Dematerialization of Shares: - 89.99% of Equity Shares have been dematerialized as on 31st March 2015

### SECRETARIAL AUDIT

As stipulated by SEBI, a Practicing Company Secretary carries out the Secretarial Audit to reconcile the total admitted Capital with NSDL and CDSL and the total issued and listed Capital. This audit is carried out every quarter and the report thereon is submitted to Stock Exchanges, NSDL and CDSL and is also placed before the Board of Directors.

Address for correspondence: Alfred Herbert (India) Limited  
13/3 Strand Road,  
Kolkata - 700 001

Telephone Nos: 2226 8619 / 2229 9124

Fax: (033) 2229 9124

### DECLARATION ON CODE OF CONDUCT

This is to confirm that the Board of Directors of the Company has laid down a Code of Conduct for its Members and Senior Management Personnel of the Company. It is further confirmed that all the Directors and Senior Management Personnel of the Company has affirmed compliance with the Code of Conduct of the Company for the financial year ended 31st March, 2015 as envisaged in Clause 49 of the Listing Agreement with the Stock Exchanges.

Place: Kolkata for ALFRED HERBERT (INDIA) LIMITED  
Date: 18th May 2015 R Radhakrishnan  
Chief Executive Officer

### CERTIFICATION BY CHIEF EXECUTIVE OFFICER (CEO) AND CHIEF FINANCIAL OFFICER (CFO)

We, R Radhakrishnan, Chief Executive Officer and A K Basu, Chief Financial Officer of Alfred Herbert (India) Limited, certify that :

- A. We have reviewed financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:
1. these statements do not contain any materially untrue

statement or omit any material fact or contain statements that might be misleading;

2. these statements together present a true and fair view of the company's affairs and are in compliance with 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 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:
  1. significant changes in internal control over financial reporting during the year;
  2. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  3. 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 Alfred Herbert (India)  
Limited,  
R Radhakrishnan  
Chief Executive Officer

For Alfred Herbert (India)  
Limited,  
A K Basu  
Chief Financial Officer

Place: Kolkata  
Date: 18th May 2015

### AUDITORS' CERTIFICATE

To  
The Members of  
**Alfred Herbert (India) Limited**

We have examined the compliance of conditions of Corporate Governance by Alfred Herbert (India) Limited for the year ended on 31st March, 2015, as stipulated in clause 49 of the Listing Agreement of the said Company with stock exchange.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination is limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the 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 the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

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

For RAY & RAY  
Chartered Accountants  
Firm's Registration No.301072E  
Asish Kumar Mukhopadhyay  
(Partner)

Place: Kolkata  
Date: 18th May, 2015

(Membership No. 056359)



## INDEPENDENT AUDITOR'S REPORT

To  
The Members of  
**Alfred Herbert (India) Limited**

### Report on the Standalone Financial Statements

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

### Management's Responsibility for the 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 the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### 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 there under.

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an

opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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, of the state of affairs of the Company as at 31st March, 2015, and its profit and its cash flows for the year ended on that date.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015, ("the order") issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Companies Act 2013 ("the Act"), we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the said Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report, to the extent applicable that :
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - (e) On the basis of the written representations received from the directors as on 31st March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164(2) of the Act.
  - (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 3 to the financial statements;
    - ii. The Company did 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.
- (g) According to the information and explanations given to us and on the basis of such checks as we considered appropriate was carried out by us during the course of the audit of the company, our report on the matters specified under the Para 3(A) and 3(C) of Non - Banking Financial Companies Auditors Report (Reserve Bank) Directions 1998 is as follows:
- i) The Company which was incorporated prior to 9th January 1997 has applied for registration as provided in section 45-IA of Reserve Bank of India Act, 1934 (2 of 1934) and has received registration certificate from the Reserve Bank of India and the Certificate No. N. 05. 04665 dated 29th November 2001. The Company is engaged in the business of Non Banking Financial Institution.
- ii) The asset/income pattern of the Company as on 31.03.2015 are as follows:  
Investment Income to Total Income : 48.02%  
Total Investments to Total Assets : 53.76%  
In view of the above ratios, the Company is entitled to hold Certificate of Registration issued by the Reserve Bank of India as on 31.03.2015.
- iii) The Company has not been classified as Assets Finance Company as defined in Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 1998 with reference to the business carried on by it during the financial year under reference.
- iv) The Company has not been classified as Micro Finance Institution as defined in Non-Banking Financial Company-Micro Finance Institutions (Reserve Bank) Directions, 2011 with reference to the business carried on by it during the financial year under reference.
- v) The Board of Directors of the Company had passed a resolution at its meeting held on 27th January, 2015 for not accepting any public deposit.
- vi) The Company has not accepted any public deposit during the year under reference.
- vii) The Company has complied with the prudential norms relating to income recognition, assets, classification and provisioning for bad and doubtful debts as specified in the directions issued by the Reserve Bank of India in terms of the Non-Banking Financial (Non - deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007.
- viii) The Company is not a Systemically Important Non-Deposit taking NBFC as defined in paragraph 2 (1) (ix) of the Non - Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007 as the Company has not accepted / held any public deposits and does not have total assets of Rs.100 crores or above.

For **RAY & RAY**  
Chartered Accountants  
(Firm's Registration No.301072E)  
Asish Kumar Mukhopadhyay  
(Partner)  
(Membership No. 056359)

Place: Kolkata  
Date: 18th May, 2015

## ANNEXURE TO THE AUDITORS REPORT

(Referred to in Paragraph 1 of 'Report on Other Legal and Regulatory Requirements' of our report of even date)

- i. (a) The Company has maintained proper records showing full particulars including quantitative details and situations of fixed assets.
- (b) All the fixed assets have not been physically verified by the management during the year but there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. No material discrepancies were noticed on such verification.
- ii. The Company does not have any inventory. Accordingly, provisions of Clauses (ii) (a), (b) and (c) of paragraph 3 of the aforesaid Order, are not applicable to the Company.
- iii. According to the information and explanation given to us, the company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, provisions of clauses (iii) (a) and (b) of paragraph 3 of the aforesaid Order are not applicable to the Company.
- iv. In our opinion and according to the information and explanations given to us, there exists reasonable internal control system commensurate with the size and the nature of its business with regard to purchase of fixed assets and for the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal control system of the Company.
- v. The Company has not accepted any deposits during the year.
- vi. The maintenance of Cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013.
- vii. (a) According to the information and explanations given to us, the Company is generally regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Employee's State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and other material statutory dues applicable to it.
- On the basis of the records of the Company and the information and explanations given to us, no



undisputed amounts payable in respect of Income Tax, Sales Tax, Wealth Tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax and Cess which were outstanding as at 31st. March, 2015 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, the following dues of income tax have not been deposited by the Company on account of dispute:

| Sl. No. | Name of Statute      | Nature of Dues | Period for which it relates | Forum where dispute is pending | Amount (Rs.) |
|---------|----------------------|----------------|-----------------------------|--------------------------------|--------------|
| 1.      | Income Tax Act, 1961 | Income Tax     | Assessment Year 2011-12     | CIT (Appeals)                  | 19,720       |
| Total   |                      |                |                             |                                | 19,720       |

(c) The amount required to be transferred to Investors Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made there under has been transferred by the company to such fund within time.

viii. The Company has been registered for a period not less

than five years but it has no accumulated losses at the end of the financial year and has not incurred cash losses during the financial year covered by our report and in the immediately preceding financial year.

- ix. The Company has no borrowings from financial institution and bank and the Company has no debenture holders. Accordingly, clause (ix) of paragraph 3 of the aforesaid Order is not applicable to the Company.
- x. According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from bank or financial institutions.
- xi. The Company has not raised any term loan during the year. Accordingly, Clause (xi) of paragraph 3 of the aforesaid Order is not applicable to the Company.
- xii. According to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the course of our audit.

For **RAY & RAY**  
Chartered Accountants  
(Firm's Registration No.301072E)  
Asish Kumar Mukhopadhyay  
(Partner)  
(Membership No. 056359)

Place: Kolkata  
Date: 18th May, 2015

## REPORT TO THE BOARD OF DIRECTORS

### Alfred Herbert (India) Limited

Dear Sirs,

In terms of Non Banking Financial Companies Auditor's Report (Reserve Bank), Direction, 2008 we are pleased to submit this report on matters as specified in paragraph 3 of the said Directions.

- a) The Company which was incorporated prior to 9th January 1997 has applied for registration as provided in section 45-IA of Reserve Bank of India Act, 1934 (2 of 1934) and has received registration certificate from the Reserve Bank of India and the Certificate No. N. 05. 04665 dated 29th November 2001. The Company is engaged in the business of Non Banking Financial Institution.
- b) The asset / income pattern of the Company as on 31.03.2015 is as follows:  
Investment Income to Total Income : 48.02%  
Total Investments to Total Assets : 53.76%  
In view of the above ratios, the Company is entitled to hold Certificate of Registration issued by the Reserve Bank of India as on 31.03.2015.
- c) The Company has not been classified as Assets Finance Company defined in Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 1998 with reference to the business carried on by it during the financial year under reference.
- d) The Company has not been classified as Micro Finance

Institution as defined in Non-Banking Financial Company - Micro Finance Institutions (Reserve Bank) Directions, 2011 with reference to the business carried on by it during the financial year under reference.

- e) The Board of Directors of the Company passed a resolution at its meeting held on 27th January, 2015 for not accepting any public deposit.
- f) The Company has not accepted any public deposit during the year under reference.
- g) The Company has complied with the prudential norms relating to income recognition, accounting standards, assets classification and provisioning for bad and doubtful debts as applicable to it as specified in the directions issued by the Reserve Bank of India in terms of the Non-Banking Financial ( Non-deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007.
- h) The Company is not a Systemically Important Non-Deposit taking NBFC as defined in paragraph 2 (1) (xix) of the Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007.

Yours faithfully,  
For **RAY & RAY**  
Chartered Accountants  
(Firm's Registration No.301072E)  
Asish Kumar Mukhopadhyay  
(Partner)  
(Membership No. 056359)

Place: Kolkata  
Date: 18th May, 2015

**Balance Sheet**

as at 31st March, 2015

|   | Note Number  | As at<br>31st March, 2015<br>(Rs.) | As at<br>31st March, 2014<br>(Rs.) |
|---|--------------|------------------------------------|------------------------------------|
| <b>I. EQUITY AND LIABILITIES</b>                  |              |                                    |                                    |
| <b>(1) Shareholders' Funds</b>                    |              |                                    |                                    |
| (a) Share capital                                 | 2.1          | 7,714,290                          | 7,714,290                          |
| (b) Reserves and surplus                          | 2.2          | 292,269,131                        | 286,288,457                        |
| <b>(2) Non-current liabilities</b>                |              |                                    |                                    |
| (a) Deferred Tax Liability<br>(Refer Note No. 10) |              | 3,497,665                          | 3,326,558                          |
| (b) Other Long term liabilities                   | 2.3          | 6,666,985                          | 4,236,931                          |
| <b>(3) Current liabilities</b>                    |              |                                    |                                    |
| (a) Other current liabilities                     | 2.4          | 1,785,378                          | 1,483,930                          |
| (b) Short-term provisions                         | 2.5          | 8,784,449                          | 9,826,745                          |
|   | <b>TOTAL</b> | <b>320,717,898</b>                 | <b>312,876,911</b>                 |
| <b>II. ASSETS</b>                                 |              |                                    |                                    |
| <b>(1) Non-current assets</b>                     |              |                                    |                                    |
| (a) Fixed assets                                  |              |                                    |                                    |
| (i) Tangible assets                               | 2.6          | 38,690,152                         | 39,760,636                         |
| (ii) Capital work-in-progress                     |              | 93,733,713                         | 37,245,719                         |
| (b) Non-current investments                       | 2.7          | 130,896,445                        | 130,896,445                        |
| (c) Long-term loans and advances                  | 2.8          | 2,184,907                          | 7,019,629                          |
| <b>(2) Current assets</b>                         |              |                                    |                                    |
| (a) Current investments                           | 2.9          | 41,529,496                         | 82,866,867                         |
| (b) Cash and Bank Balances                        | 2.10         | 1,193,663                          | 4,772,961                          |
| (c) Short-term loans and advances                 | 2.11         | 12,120,805                         | 9,937,659                          |
| (d) Other current assets                          | 2.12         | 368,717                            | 376,995                            |
|   | <b>TOTAL</b> | <b>320,717,898</b>                 | <b>312,876,911</b>                 |

Significant Accounting Policies

1

Notes referred to above form an integral part of the Balance Sheet.

This is the Balance Sheet referred to in our report of even date.

For RAY & RAY  
Chartered Accountants

Asish Kumar Mukhopadhyay  
Partner

Membership No.056359  
Kolkata, 18th May, 2015

For and on behalf of the Board

A. V. Lodha

R. C. Tapuriah  
Directors

R. Radhakrishnan  
Chief Executive Officer & Company Secretary

A. K. Basu  
Chief Financial Officer



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

|   | Note Number | For the year ended<br>31st March, 2015<br>(Rs.) | For the year ended<br>31st March, 2014<br>(Rs.) |
|---|-------------|---|---|
| <b>PARTICULARS</b>                                      |             |   |   |
| <b>I Revenue from operations</b>                        | 2.13        | <b>20,126,647</b>                               | 22,773,572                                      |
| <b>II Other Income</b>                                  | 2.14        | —   | 226,551   |
| <b>III Total Revenue (I + II)</b>                       |             | <b>20,126,647</b>                               | <b>23,000,123</b>                               |
| <b>IV Expenses :</b>                                    |             |   |   |
| Purchases of Stock-in-Trade                             |             | <b>201,902</b>                                  | 52,166  |
| Employee benefits expenses                              | 2.15        | <b>2,531,121</b>                                | 1,982,268                                       |
| Depreciation and amortization expenses                  | 2.6         | <b>856,872</b>                                  | 1,016,905                                       |
| Less: Transferred from Revaluation Reserve              | 2.2         | —   | (181,400)                                       |
| Other expenses  | 2.16        | <b>8,369,101</b>                                | 9,078,875                                       |
| Total Expenses  |             | <b>11,958,996</b>                               | <b>11,948,814</b>                               |
| <b>V Profit before tax (III - IV)</b>                   |             | <b>8,167,651</b>                                | 11,051,309                                      |
| <b>VI Tax expenses</b>                                  |             |   |   |
| (1) Current tax   |             | —   | 150,000   |
| (2) Deferred tax  | 237,113     |   | 188,546   |
| (3) Excess Tax Provision for earlier years written back | (2,809)     | <b>234,304</b>                                  | 338,546   |
| <b>VII Profit after tax (V - VI)</b>                    |             | <b>7,933,347</b>                                | <b>10,712,763</b>                               |
| <b>VIII Earning per equity Share :</b>                  |             |   |   |
| Basic & diluted (Face Value Rs.10/- each)               | 12          | <b>10.28</b>                                    | 13.89   |
| Significant Accounting Policies                         | 1           |   |   |

Notes referred to above form an integral part of the Statement of Profit & Loss.

This is the Statement of Profit & Loss referred to in our report of even date.

For RAY & RAY  
Chartered Accountants

Asish Kumar Mukhopadhyay  
Partner

Membership No.056359  
Kolkata, 18th May, 2015

For and on behalf of the Board

A. V. Lodha

R. C. Tapuriah  
Directors

R. Radhakrishnan  
Chief Executive Officer & Company Secretary

A. K. Basu  
Chief Financial Officer

**CASH FLOW STATEMENT**

|   | Year ended 31st March, |               |
|---|------------------------|---------------|
|   | 2015<br>(Rs.)          | 2014<br>(Rs.) |
| <b>A. Cash Flow from Operating Activities</b>               |                        |               |
| Profit before Tax   | 8,167,651              | 11,051,309    |
| Adjustment for :  |                        |               |
| Depreciation  | 856,872                | 835,505       |
| Loss on sale of Investments                                 | 1,398                  | 173,361       |
| Profit on sale of Investments                               | (95,367)               | (51,744)      |
| Operating Profit before Working Capital Changes             | 8,930,554              | 12,008,431    |
| Adjustments for :   |                        |               |
| Other Current Assets  | 8,278                  | 32,096        |
| Trade Receivables   | —                      | 660,323       |
| Loans & Advances  | 2,488,373              | (1,768,308)   |
| Liabilities & Provisions                                    | 2,703,148              | 2,022,138     |
| Cash (utilised in)/generated from Operating Activities      | 14,130,353             | 12,954,680    |
| Direct Tax (Net)  | (866,258)              | (782,986)     |
| Net Cash (utilised in)/generated from Operating Activities  | 13,264,095             | 12,171,694    |
| <b>B. Cash Flow from Investing Activities</b>               |                        |               |
| Purchase of Fixed Assets                                    | —                      | (2,513,826)   |
| Capital work-in-progress                                    | (56,487,994)           | (30,110,041)  |
| Proceeds from Sale/Redemption of Investments                | 63,340,569             | 212,488,962   |
| Purchase of Investments                                     | (21,909,229)           | (187,064,275) |
| Net Cash (utilised in)/generated from Investment Activities | (15,056,654)           | (7,199,180)   |
| <b>C. Cash Flow from Financing Activities</b>               |                        |               |
| Maturity of Fixed Deposit                                   | —                      | 115,000       |
| Dividend Paid   | (1,524,530)            | (1,528,198)   |
| Corporate Dividend Tax                                      | (262,209)              | (250,298)     |
| Net Cash (utilised in)/generated from Financing Activities  | (1,786,739)            | (1,663,496)   |
| Net Increase/(Decrease) in Cash & Cash Equivalent           | (3,579,298)            | 3,309,018     |
| Cash and Cash Equivalents (Opening Balance)                 | 4,772,961              | 1,463,943     |
| Cash and Cash Equivalents (Closing Balance)                 | 1,193,663              | 4,772,961     |
|   | (3,579,298)            | 3,309,018     |

**Notes**

- The Cash Flow Statement has been prepared in indirect method in accordance with Accounting Standard (AS-3) on "Cash Flow Statements".
- Cash & Cash Equivalents represent Cash and Bank Balances.

This is the Cash Flow Statement referred to in our report of even date.

For RAY & RAY  
Chartered Accountants  
Asish Kumar Mukhopadhyay  
Partner  
Membership No.056359  
Kolkata, 18th May, 2015

For and on behalf of the Board  
A. V. Lodha  
R. C. Tapuriah  
Directors  
R. Radhakrishnan  
Chief Executive Officer & Company Secretary  
A. K. Basu  
Chief Financial Officer



## Notes to the Balance Sheet and Statement of Profit & Loss

### 1. SIGNIFICANT ACCOUNTING POLICIES

#### **Basis of preparation of financial statements**

The Financial Statements are prepared on accrual basis under the historical cost convention (except where impairment is made and revaluation is carried out) on the basis of going concern and in accordance with the provisions of the Companies Act, 2013 ('the Act') and Accounting Standards specified under section 133 of 'the Act' read with Rule 7 of the Companies (Accounts) Rules, 2014 and accounting principles generally accepted in India. Accounting policies unless specifically stated to be otherwise, are consistent and are in consonance with generally accepted accounting principles.

#### **Use of Estimates**

In preparing the Financial Statements in conformity with accounting principles generally accepted in India, Management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent liabilities as at the date of Financial Statements and the amounts of revenue and expenses during the reported period. Actual results could differ from those estimates. Any revision to such estimates is recognised in the period the same is determined.

#### **Fixed Assets**

Tangible Fixed Assets other than leasehold building and those, which have been revalued, are stated at cost net of impairment loss, if any, less depreciation/amortisation. Cost represents expenses relating to acquisition and installation of Fixed Assets are capitalised till the assets are put to use.

Capital work-in-progress includes expenses relating to construction of Building, not ready for its intended use.

#### **Impairment of Assets**

Impairment is ascertained at each Balance Sheet date in respect of the Company's fixed assets. An impairment loss is recognised whenever the carrying amount of an asset or cash generating unit exceeds its recoverable amount.

#### **Depreciation**

- (i) Effective from April 1, 2014, the Company has charged Depreciation based on the revised remaining useful life of the assets as per the requirement of Schedule II of the Companies Act, 2013.
- (ii) Depreciation on incremental value of fixed assets due to revaluation is provided on straight-line basis with respect to technically evaluated, remaining useful life of the assets.

#### **Investments**

Long Term Investments are stated at cost less provision for diminution in value other than temporary, if any. Current investments are valued at cost or market price or realisable value whichever is lower.

#### **Foreign Currency Transaction**

Transactions in foreign currencies are accounted for at the exchange rate prevailing on the date of the transaction. Foreign currency assets and liabilities are translated at exchange rates prevailing at the year end. The loss or gain thereon and also on the exchange differences on settlement of the foreign currency transaction during the year are recognised in the Statement of Profit and Loss.

#### **Revenue Recognition**

Sales are recognised on passing of the property in goods as per the terms of sales. Claims, commission and service charges to the extent considered realisable have been accounted for on ascertainment of amounts thereof. Interest is accrued and recognised on time basis and determined by contractual rate of interest.

#### **Employee Benefits**

Short term employee benefits is recognized as expense in the Statement of Profit and Loss of the year in which related service is rendered. Post employment and other long term employee benefits are provided in the accounts in the following manner :

- i) Gratuity (Defined Benefit Plan) : The Company has a Gratuity Fund administered by the Trustees, which is independent of the Company's finance. The liability in respect of Gratuity has been determined by actuarial valuation following Projected Unit Credit Method.
- ii) Leave Encashment : According to the prevailing practice of the Company, the employees are allowed to enjoy the leave within the year. No encashment of leave is allowed.
- iii) Provident Fund (Defined Contribution Scheme) : Accounted for on accrual basis based on the monthly contribution made to the appropriate authorities.

#### **Proposed Dividend**

Dividend recommended by the Board of Directors is provided for in the accounts, pending shareholders' approval.

**Taxes on Income**

Income tax is accounted for in accordance with Accounting Standard (AS-22) – “Accounting for Taxes on Income”.

Deferred tax is provided and recognised on timing differences between taxable income and accounting income subject to prudential consideration.

Deferred tax assets on unabsorbed depreciation and carry forward losses are not recognized unless there is a virtual certainty about availability of future taxable income to realise such assets.

**Provisions, Contingent Liabilities and Contingent Assets**

Provisions are recognised when there is a present legal or statutory obligation as a result of past events and where it is probable that there will be outflow of resources to settle the obligation and when a reliable estimate of the amount of the obligation can be made.

Contingent Liabilities are recognised only when there is a possible obligation arising from past events due to occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or where any present obligation cannot be measured in terms of future outflow of resources or where a reliable estimate of the obligation cannot be made. Obligations are assessed on an ongoing basis and only those having a largely probable outflow of resources are provided for.

Contingent Assets are not recognized in the Financial Statements.

**2. Notes forming part of Balance Sheet****2.1 SHARE CAPITAL****Authorised**

5,000,000 - Equity shares of Rs.10 each  
(2014 - 5,000,000)

**Issued, subscribed and paid-up**

771,429 - Equity shares of Rs.10 each fully paid-up  
(2014 - 771,429)

| As at<br>31st March, 2015 | As at<br>31st March, 2014 |
|---------------------------|---------------------------|
| Rs.                       | Rs.                       |
| <b>50,000,000</b>         | 50,000,000                |
| <b>7,714,290</b>          | 7,714,290                 |
| <b>7,714,290</b>          | 7,714,290                 |

2.1.1. There has been no change / movement in the number of outstanding shares as at the beginning and at the end of our reporting period.

2.1.2. The Company has only one class of equity shares having a par value of Rs. 10/- per share. Each holder of equity is entitled to one vote per share. The Company may declare and pay dividends. The dividend, if any proposed by the Board of Directors of the Company is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts in proportion to the number of equity shares held by Equity Shareholders.

2.1.3. EQUITY SHARES IN THE COMPANY HELD BY EACH SHAREHOLDER HOLDING MORE THAN 5% EQUITY SHARES

| Name of Shareholders         | No. of Shares<br>held on |              | No. of Shares<br>held on |           |
|------------------------------|--------------------------|--------------|--------------------------|-----------|
|                              | 31.03.2015               | % holding    | 31.03.2014               | % holding |
| City Holdings Limited        | —                        | —            | 252,561                  | 32.74     |
| Meenakshi Industries Limited | —                        | —            | 150,449                  | 19.50     |
| Anamika Lodha                | <b>220,576</b>           | <b>28.59</b> | 201                      | 0.03      |
| Simika Lodha                 | <b>220,576</b>           | <b>28.59</b> | 198                      | 0.03      |

**2.2 RESERVES AND SURPLUS****Capital Revaluation Reserve - opening balance**

Less : Transferred to Depreciation

**Capital Reserve**

As per last Accounts

**General Reserve - opening balance**

Add : Transferred from surplus

Add : Transferred from Deffered Tax Liability (Note No.5)

Less : Provision for Depreciation A/c (Note No.5)

| As at<br>31st March, 2015 | As at<br>31st March, 2014 |
|---------------------------|---------------------------|
| Rs.                       | Rs.                       |
| <b>5,035,730</b>          | 5,217,130                 |
| —                         | 181,400                   |
| <b>5,035,730</b>          | 5,035,730                 |
| <b>9,937</b>              | 9,937                     |
| <b>208,310,000</b>        | 207,500,000               |
| <b>600,000</b>            | 810,000                   |
| <b>66,006</b>             | —                         |
| <b>213,612</b>            | —                         |
| <b>208,762,394</b>        | 208,310,000               |



Notes forming part of Balance Sheet (Contd)

|   | As at<br>31st March, 2015<br>Rs. | As at<br>31st March, 2014<br>Rs. |
|---|----------------------------------|----------------------------------|
| <b>Special Reserve</b> ( Under Section 45 IC of Reserve Bank of India Act.) - opening balance | <b>36,435,000</b>                | 34,292,000                       |
| Add : Transferred from surplus  | <b>1,587,000</b>                 | 2,143,000                        |
|   | <b>38,022,000</b>                | 36,435,000                       |
| <b>Surplus in the Statement of Profit &amp; Loss - opening balance</b>                        | <b>36,497,790</b>                | 30,543,094                       |
| Add : Profit after tax transferred from statement of Profit & Loss                            | <b>7,933,347</b>                 | 10,712,763                       |
|   | <b>44,431,137</b>                | 41,255,857                       |
| <b>Amount available for appropriation</b>   |                                  |                                  |
| <b>APPROPRIATIONS</b>   |                                  |                                  |
| Proposed Dividend   | <b>1,542,858</b>                 | 1,542,858                        |
| Corporate Dividend Tax  | <b>262,209</b>                   | 262,209                          |
| General Reserve   | <b>600,000</b>                   | 810,000                          |
| Special Reserve   | <b>1,587,000</b>                 | 2,143,000                        |
| <b>Surplus - closing balance</b>  | <b>40,439,070</b>                | 36,497,790                       |
| <b>TOTAL</b>  | <b>292,269,131</b>               | 286,288,457                      |
| <b>2.3 OTHER LONG-TERM LIABILITIES</b>  |                                  |                                  |
| Security deposit  | <b>2,940,784</b>                 | 2,796,461                        |
| Others  | <b>3,726,201</b>                 | 1,440,470                        |
|   | <b>6,666,985</b>                 | 4,236,931                        |
| <b>2.4 OTHER CURRENT LIABILITIES</b>  |                                  |                                  |
| Balances in Unpaid Dividend Accounts  | <b>465,978</b>                   | 447,650                          |
| Contribution to Gratuity Fund   | <b>73,535</b>                    | 14,828                           |
| Others  | <b>1,245,865</b>                 | 1,021,452                        |
|   | <b>1,785,378</b>                 | 1,483,930                        |
| <b>2.5 SHORT-TERM PROVISIONS</b>  |                                  |                                  |
| Provision for Employee benefit  | <b>34,108</b>                    | 44,134                           |
| Taxation  | <b>6,945,274</b>                 | 7,977,544                        |
| Proposed Dividend   | <b>1,542,858</b>                 | 1,542,858                        |
| Tax on Dividend   | <b>262,209</b>                   | 262,209                          |
|   | <b>8,784,449</b>                 | 9,826,745                        |

## 2.6 FIXED ASSETS

| Description                           | Gross Carrying Amount                                       |  |                                  |  | Depreciation              |   |  |                                  |                            | Net Carrying Amount                 |                                     |
|---------------------------------------|---|--|----------------------------------|--|---------------------------|---|--|----------------------------------|----------------------------|-------------------------------------|-------------------------------------|
|                                       | Original Cost/<br>Revaluation<br>as on<br>31.03.2014<br>Rs. | Additions<br>During<br>the year<br>Rs. | Sales/<br>adjust-<br>ment<br>Rs. | Original<br>Cost/<br>Revaluation<br>as on<br>31.03.2015<br>Rs. | Upto<br>31.03.2014<br>Rs. | Depre-<br>ciation<br>for the<br>year<br>Rs. | Carrying<br>amount<br>adjusted<br>with<br>Retained<br>Earning<br>Rs. | Sales/<br>Adjust-<br>ment<br>Rs. | Total<br>31.03.2015<br>Rs. | Value<br>as on<br>31.03.2015<br>Rs. | Value<br>as on<br>31.03.2014<br>Rs. |
| Land<br>(Refer Note No. 4)            | 3,674,588   | —                                      | —                                | <b>3,674,588</b>   | —                         | —   | —  | —                                | —                          | <b>3,674,588</b>                    | 3,674,588                           |
| Building :                            |   |  |                                  |  |                           |   |  |                                  |                            |                                     |                                     |
| Freehold                              | 50,835,733  | —                                      | —                                | <b>50,835,733</b>  | 15,954,845                | 765,328                                     | —  | —                                | <b>16,720,173</b>          | <b>34,115,560</b>                   | 34,880,888                          |
| Leasehold                             | 342,945   | —                                      | —                                | <b>342,945</b>   | 251,676                   | 3,324                                       | —  | —                                | <b>255,000</b>             | <b>87,945</b>                       | 91,269                              |
| Plant & Machinery                     | 2,411,097   | —                                      | —                                | <b>2,411,097</b>   | 1,304,549                 | 87,503                                      | 213,592  | —                                | <b>1,605,644</b>           | <b>805,453</b>                      | 1,106,548                           |
| Furniture, Fixtures<br>and Equipments | 156,861   | —                                      | —                                | <b>156,861</b>   | 149,518                   | 717   | 20   | —                                | <b>150,255</b>             | <b>6,606</b>                        | 7,343                               |
| Total                                 | 57,421,224  | —                                      | —                                | <b>57,421,224</b>  | 17,660,588                | 856,872                                     | 213,612  | —                                | <b>18,731,072</b>          | <b>38,690,152</b>                   | 39,760,636                          |
| Previous year                         | 54,907,577  | 2,513,826                              | 179                              | <b>57,421,224</b>  | 16,643,862                | 1,016,905                                   | —  | 179                              | <b>17,660,588</b>          | <b>39,760,636</b>                   |                                     |



Notes forming part of Balance Sheet (Contd)

**2.7 NON-CURRENT INVESTMENTS**

|  | Nos.    | As at<br>31st March<br>2015<br>Rs. | Nos.    | As at<br>31st March<br>2014<br>Rs. |
|--|---------|------------------------------------|---------|------------------------------------|
| <b>Long Term, (Non-Trade), Quoted</b>                                  |         |                                    |         |                                    |
| Equity Shares of Rs.10 each except where otherwise stated (fully paid) |         |                                    |         |                                    |
| Graphite India Limited (Face value Rs.2 per share)                     | 350,000 | 19,866,484                         | 350,000 | 19,866,484                         |
| Aditya Birla Nuvo Limited  | 105     | 14,648                             | 105     | 14,648                             |
| Mangalore Refinery and Petrochemicals Ltd.                             | 400     | 4,000                              | 400     | 4,000                              |
| HDFC Bank Limited (Face value Rs.2 per share)                          | 2,500   | 5,000                              | 2,500   | 5,000                              |
| Hindalco Industries Ltd.(Face Value Re. 1 per share)                   | 75,750  | 7,272,000                          | 75,750  | 7,272,000                          |
| Reliance Industries Ltd.   | 65,000  | 18,982,115                         | 65,000  | 18,982,115                         |
| I D F C  | 50,000  | 3,511,762                          | 50,000  | 3,511,762                          |
| I T C Limited (Face value Re.1 per share)                              | 60,000  | 3,578,171                          | 60,000  | 3,578,171                          |
| Reliance Capital Ltd.  | 1,125   | 175,170                            | 1,125   | 175,170                            |
| Reliance Power Ltd.  | 5,625   | 94,323                             | 5,625   | 94,323                             |
| Reliance Communication Ltd.<br>(Face Value Rs.5 per share)             | 22,500  | 5,214,701                          | 22,500  | 5,214,701                          |
| Reliance Infrastructure Ltd  | 1,687   | 983,651                            | 1,687   | 983,651                            |
| Sesa Sterlite Ltd. (Face Value Re.1 per share)                         | 6,012   | 188,310                            | 6,012   | 188,310                            |
| <b>Bonds</b>   |         |                                    |         |                                    |
| 8.30% NHA1 Tax Free Bonds  | 3,743   | 3,837,493                          | 3,743   | 3,837,493                          |
| 8.50% NHA1 Tax Free Bonds  | 30,000  | 30,000,000                         | 30,000  | 30,000,000                         |
| 8.75% NHA1 Tax Free Bonds  | 21,200  | 21,159,647                         | 21,200  | 21,159,647                         |
|  |         | <b>114,887,475</b>                 |         | <b>114,887,475</b>                 |
| <b>Long Term, (Non-Trade), Unquoted</b>                                |         |                                    |         |                                    |
| Equity Shares of Rs.10 each except where otherwise stated (fully paid) |         |                                    |         |                                    |
| Woodlands Multispeciality Hospital Limited                             | 1,780   | 8,900                              | 1,780   | 8,900                              |
| Kirloskar Computer Services Limited                                    | 10,000  | 100,000                            | 10,000  | 100,000                            |
| Less : Provision for diminution in value of shares                     |         | (100,000)                          |         | (100,000)                          |
| <b>In Subsidiary Companies:</b>  |         |                                    |         |                                    |
| Equity Shares of Rs.10 each except where otherwise stated (fully paid) |         |                                    |         |                                    |
| Herbert Holdings Ltd   | 220,000 | 7,000,000                          | 220,000 | 7,000,000                          |
| Alfred Herbert Limited   | 900,007 | 9,000,070                          | 900,007 | 9,000,070                          |
|  |         | <b>16,008,970</b>                  |         | <b>16,008,970</b>                  |
|  |         | <b>130,896,445</b>                 |         | <b>130,896,445</b>                 |
| a) Quoted Investments - Book value                                     |         | <b>114,887,475</b>                 |         | <b>114,887,475</b>                 |
| b) Unquoted Investments - Book value                                   |         | <b>16,008,970</b>                  |         | <b>16,008,970</b>                  |
|  |         | <b>130,896,445</b>                 |         | <b>130,896,445</b>                 |
| Aggregate Market Value of Quoted Investments                           |         | <b>187,297,561</b>                 |         | <b>171,554,889</b>                 |



Notes forming part of Balance Sheet (Contd)

## 2.8 LONG-TERM LOANS & ADVANCES

### *Unsecured-considered good*

Capital Advance

Security Deposits

| As at<br>31st March 2015<br>Rs. | As at<br>31st March 2014<br>Rs. |
|---------------------------------|---------------------------------|
| 252,939                         | 5,372,826                       |
| 1,931,968                       | 1,646,803                       |
| <b>2,184,907</b>                | <b>7,019,629</b>                |

## 2.9 CURRENT INVESTMENTS (Unquoted)

Units of Rs.1000 each in UTI T. A. Fund -  
Weekly Div. Reinvest

Units of Rs.1000 each in DSP BlackRock Money Manager  
Fund - Regular Plan - Weekly Dividend

Units of Rs.10 each in IDFC Ultra Short  
Term Fund - Weekly Dividend-(Regular Plan)

Units of Rs.10 each in ICICI Prudential Interval Fund  
Quarterly Interval Plan 1 - Institutional Dividend

Units of Rs.100 each in ICICI Prudential Savings Fund  
Regular Plan - Weekly Dividend Reinvestment

Units of Rs.1000 each in UTI Treasury Advantage Fund  
- Flexi Dividend Plan Payout

Units of Rs.10 each in UTI Fixed Income Interval Plan -  
Quarterly Plan Series III - Institutional Growth Plan

| Nos.                 | As at<br>31st March<br>2015<br>Rs. | Nos.          | As at<br>31st March<br>2014<br>Rs. |
|----------------------|------------------------------------|---------------|------------------------------------|
| —                    | —                                  | 3,643.974     | 3,657,832                          |
| —                    | —                                  | 17,000.648    | 17,073,014                         |
| <b>77,796.716</b>    | <b>780,432</b>                     | 1,773,111.996 | 17,767,386                         |
| —                    | —                                  | 2,020,000.000 | 20,200,000                         |
| <b>206,249.209</b>   | <b>20,745,064</b>                  | —             | —                                  |
| —                    | —                                  | 3,854.670     | 4,164,635                          |
| <b>1,367,720.056</b> | <b>20,004,000</b>                  | 1,367,720.056 | 20,004,000                         |
|                      | <b>41,529,496</b>                  |               | <b>82,866,867</b>                  |
|                      | <b>47,374,088</b>                  |               | <b>86,871,417</b>                  |

Aggregate Market Value of Investments

## 2.10 CASH AND BANK BALANCES

### *Cash and Cash equivalents*

Balances with Banks :

(i) On Current Accounts

(ii) On Unpaid Dividend Accounts

Cash in hand

### **TOTAL**

| As at<br>31st March, 2015<br>Rs. | As at<br>31st March, 2014<br>Rs. |
|----------------------------------|----------------------------------|
| 711,972                          | 4,318,323                        |
| 465,978                          | 447,650                          |
| 15,713                           | 6,988                            |
| <b>1,193,663</b>                 | <b>4,772,961</b>                 |

## 2.11 SHORT-TERM LOANS AND ADVANCES

### *Unsecured- Considered good*

Advance recoverable in cash or in kind or for value to be received

Advance Income Tax

Prepaid Expenses

|                   |                  |
|-------------------|------------------|
| 2,885,344         | 547,006          |
| 9,197,366         | 9,360,569        |
| 38,095            | 30,084           |
| <b>12,120,805</b> | <b>9,937,659</b> |

## 2.12 OTHER CURRENT ASSETS

### *Unsecured- Considered good*

Interest Accrued

Balances with Commercial Tax Dept.

|                |                |
|----------------|----------------|
| 345,682        | 357,605        |
| 23,035         | 19,390         |
| <b>368,717</b> | <b>376,995</b> |

Notes forming part of Statement of Profit &amp; Loss (Contd)

|  | For the year<br>ended<br>31st March, 2015<br>Rs. | For the year<br>ended<br>31st March, 2014<br>Rs. |
|--|--|--|
| <b>2.13 REVENUE FROM OPERATIONS</b>          |  |  |
| Sale of products (Refer Note No.13)          | 354,413  | 102,030  |
| Sales of services                            | 9,947,671  | 9,421,764  |
| Commission                                   | —  | 1,608,076  |
| Dividend from shares (Long Term)             | 2,469,367  | 2,423,634  |
| Dividend from Mutual Funds (Short Term)      | 2,533,159  | 6,647,476  |
| Profit on Sale of Investments (Short Term)   | 467  | 51,744   |
| Profit on sale of Investments (Long Term)    | 94,900   | —  |
| Other operating revenues :                   |  |  |
| Interest Income :-                           |  |  |
| Interest on Bonds                            | 4,662,669  | 2,393,883  |
| Interest on Fixed Deposit                    | —  | 3,397  |
| Others                                       | 64,001   | 121,568  |
|  | <b>20,126,647</b>                                | <b>22,773,572</b>                                |
| <b>2.14 OTHER INCOME</b>                     |  |  |
| Exchange Gain                                | —  | 11,327   |
| Liability no longer required written back    | —  | 210,000  |
| Scrap Sales                                  | —  | 5,224  |
|  | —  | 226,551  |
| <b>2.15 EMPLOYEE BENEFIT EXPENSES</b>        |  |  |
| Salaries & Wages                             | 2,284,957  | 1,801,653  |
| Contribution to Provident and other Funds    | 199,973  | 149,661  |
| Staff Welfare Expenses                       | 46,191   | 30,954   |
|  | <b>2,531,121</b>                                 | <b>1,982,268</b>                                 |
| <b>2.16 OTHER EXPENSES</b>                   |  |  |
| Electricity                                  | 927,532  | 955,099  |
| Rent   | 1,253,082  | 1,220,019  |
| Repairs to Building                          | 2,060,199  | 3,295,473  |
| Repairs - others including maintenance       | 153,031  | 254,358  |
| Insurance                                    | 20,953   | 18,961   |
| Rates and Taxes                              | 846,336  | 814,921  |
| Flat Maintenance                             | 204,808  | 184,808  |
| Loss on sale of Investments (Long Term)      | 1,398  | 173,361  |
| Postage and telephone                        | 350,679  | 209,939  |
| Legal & Secretarial Expenses                 | 450,475  | 291,028  |
| Consultancy charges                          | 144,000  | 143,270  |
| Professional Fees                            | 510,000  | 621,000  |
| Traveling and conveyance                     | 329,060  | 110,145  |
| Directors' Fees                              | 260,000  | 205,000  |
| Miscellaneous expenses (I)                   | 857,548  | 581,493  |
|  | <b>8,369,101</b>                                 | <b>9,078,875</b>                                 |
| (i) Includes :                               |  |  |
| Auditors' Remuneration :(Exclusive of Taxes) |  |  |
| Statutory Audit Fees                         | 42,500   | 35,000   |
| Tax Audit Fees                               | 14,000   | 12,000   |
| Other services                               | 29,500   | 30,000   |



Notes to the Balance Sheet and Statement of Profit & Loss (Contd)

### 3. Contingent Liabilities and Commitments

- i) Contingent Liability not provided for in respect of Income Tax demand amounting to Rs.19,720/- (2013-14 Rs.501,285/-)
- ii) Estimated amount of contracts remaining to be executed on capital account and not provided for – Rs.9,309,604/- (2013-14 - Rs.36,151,192/-).

**4. Factory Land** – In response to the Company's Writ Petition against the order of the Assistant Commissioner of Forest, Karnataka for vacating the Company's property in Whitefield which had been acquired from KIADB. The single bench of Hon'ble High Court at Karnataka upheld the Company's contention and held that the land did not belong to the forest department. A review petition has been filed by the forest department (involving several industries including the Company situated in the same vicinity) and the same is currently pending before the said court.

**5.** Effective from April 1, 2014, the Company has charged Depreciation based on the revised remaining useful life of the assets as per the requirement of Schedule II of the Companies Act, 2013. Due to the above depreciation charge for the year ended March 31, 2015 is lower by Rs.21,548/-. Further, based on transitional provision provided in Note 7(b) of Schedule II, Depreciation of Rs.213,612/- and Deferred Tax of Rs.66,006/- thereon have been adjusted to General Reserve.

### 6. Gratuity Plan

The company provides for gratuity, a defined benefit plan covering eligible employees. Gratuity Fund Scheme is administered and controlled by a trust. The Projected Unit Credit (PUC) actuarial method has been used to assess the plan's Liabilities, including those related to death-in-service and incapacity benefits.

The following tables set out the status of the Gratuity Plan as required under AS 15 (Revised).

Reconciliation of Defined Benefit Obligation and Fair Value of Assets over the year ended 31st March 2015.

#### i) Change in Defined Benefit Obligations

(Amount in Rs.)

|   |   | As on<br>31.03.2015 | As on<br>31.03.2014 |
|---|---|---------------------|---------------------|
| A | Present Value of Defined Benefit Obligations at the beginning of period | 1,022,098           | 945,006             |
| B | Current Service Cost  | 40,478              | 39,506              |
| C | Interest Cost   | 79,812              | 75,600              |
| D | Actuarial Losses/(Gains)  | 22,475              | (38,014)            |
| E | Benefits paid   | (309,158)           | —                   |
| F | Present Value of Defined Benefit Obligations at the end of period       | 855,705             | 1,022,098           |

#### ii) Change in Fair Value of Assets

(Amount in Rs.)

|   |                                    | As on<br>31.03.2015 | As on<br>31.03.2014 |
|---|------------------------------------|---------------------|---------------------|
| A | Plan assets at beginning of period | 1,007,270           | 864,900             |
| B | Expected return on plan assets     | 79,130              | 72,396              |
| C | Actual Company contributions       | 14,828              | 80,106              |
| D | Actuarial gain/(loss)              | (9,900)             | (10,132)            |
| E | Benefits paid                      | (309,158)           | —                   |
| F | Plan assets at the end of period   | 782,170             | 1,007,270           |

#### iii) Total expense recognised in the Statement of Profit & Loss

(Amount in Rs.)

|   | Components of employer expense                              | For the<br>Year Ended<br>31.03.2015 | For the<br>Year Ended<br>31.03.2014 |
|---|---|-------------------------------------|-------------------------------------|
| A | Current Service Cost  | 40,478                              | 39,506                              |
| B | Interest Cost   | 79,812                              | 75,600                              |
| C | Expected return on plan assets                              | (79,130)                            | (72,396)                            |
| D | Actuarial Losses/(Gains)                                    | 32,375                              | (27,882)                            |
| E | Total expenses recognised in the Statement of Profit & Loss | 73,535                              | 14,828                              |

## Notes to the Balance Sheet and Statement of Profit &amp; Loss (Contd)

iv) **Net Assets / (Liability) recognised in the Balance Sheet**

(Amount in Rs.)

|   | <b>Funded Status</b>   | <b>For the<br/>Year Ended<br/>31.03.2015</b> | For the<br>Year Ended<br>31.03.2014 |
|---|--|--|-------------------------------------|
| A | Present Value of Defined Benefits Obligations                            | <b>855,705</b>                               | 1,022,098                           |
| B | Fair value of plan assets  | <b>782,170</b>                               | 1,007,270                           |
| C | Funded Status [Surplus / (Deficit)]                                      | <b>(73,535)</b>                              | (14,828)                            |
| D | Employer expenses  | <b>73,535</b>                                | 14,828                              |
| E | Employer contributions   | <b>14,828</b>                                | 80,106                              |
| F | Net asset / (liability) recognised in Balance Sheet at end of the period | <b>(73,535)</b>                              | (14,828)                            |

v) **Actuarial Assumptions**

|   |                           | <b>As on<br/>31.03.2015</b>                                    | As on<br>31.03.2014                                |
|---|---------------------------|--|--|
| A | Discount Rate             | <b>7.78%</b>   | 9.20%  |
| B | Mortality                 | <b>IALM (2006-08) Ultimate</b>                                 | IALM (2006-08) Ultimate                            |
| C | Salary increases          | <b>8%</b>  | 8%   |
| D | Expected return on assets | <b>9.20%</b>   | 8.00%  |
| E | Withdrawal rates          | <b>Upto 40 years 4.2/Thousand<br/>40 years &amp; above Nil</b> | Upto 40 years 4.2/Thousand<br>40 years & above Nil |

vi) **Experience Adjustments**

(Amount in Rs.)

|   |   | <b>Year ended<br/>31.03.2015</b> | Year ended<br>31.03.2014 | Year ended<br>31.03.2013 | Year ended<br>31.03.2012 | Year ended<br>31.03.2011 |
|---|---|----------------------------------|--------------------------|--------------------------|--------------------------|--------------------------|
| A | Present Value of Defined Benefit Obligation                                       | <b>855,705</b>                   | 1,022,098                | 945,006                  | 804,793                  | 742,844                  |
| B | Fair Value of Plan Assets   | <b>782,170</b>                   | 1,007,270                | 864,900                  | 780,642                  | 632,483                  |
| C | Funded Status [Surplus/(Deficit)]   | <b>(73,535)</b>                  | (14,828)                 | (80,106)                 | (24,151)                 | (110,361)                |
| D | Experience (Gain)/Loss adjustment on Plan Liabilities                             | <b>(28,234)</b>                  | 6,897                    | 8,490                    | (16,169)                 | 3,982                    |
| E | Experience Gain/(Loss) adjustment on Plan Assets                                  | <b>(9,900)</b>                   | (10,133)                 | (8,067)                  | (17,903)                 | 1,811                    |
| F | Experience (Gain)/Loss adjustment on Plan Liabilities due to change in assumption | <b>50,709</b>                    | (44,911)                 | 23,266                   | (20,238)                 | (4,037)                  |

**7. Leave Encashment**

According to the prevailing practice of the Company, the employees are allowed to enjoy the leave within the year. No encashment of leave is allowed.

8. There are no reported Micro Enterprises and Small Enterprises as defined in the Micro, Small and Medium Enterprises Development Act 2006, to whom Company owes dues.
9. The Company operates mainly in one business segment and therefore the Segment Reporting as per the Accounting Standard (AS-17) is not applicable to the Company.
10. In accordance with Accounting Standard 22 "Accounting for taxes on Income" (AS-22) the company has accounted for deferred taxes during the year.

The following are the major components of deferred tax (assets) / liabilities.

(Amount in Rs.)

|                               | <b>As on<br/>31.03.2015</b> | As on<br>31.03.2014 |
|-------------------------------|-----------------------------|---------------------|
| <b>Deferred Tax Liability</b> |                             |                     |
| On Account of Depreciation    | <b>3,497,665</b>            | 3,326,558           |



Notes to the Balance Sheet and Statement of Profit & Loss (Contd)

11. Related party disclosure as identified by the management in accordance with the Accounting Standard 18 on "Related Party Transactions" are as follows :-

Related Parties

| Name  | Relationship             |
|---|--------------------------|
| Alfred Herbert Limited                          | Subsidiary Company       |
| Herbert Holdings Limited                        | Subsidiary Company       |
| Jain Industrial & Commercial Services Pvt. Ltd. | Associate Company        |
| Chief Executive Officer                         | Key Management Personnel |
| Chief Financial Officer                         | Key Management Personnel |

Disclosure of transactions with Related Parties and outstanding balances as on 31st March 2015.

(Amount in Rs.)

|                       | Subsidiary Companies     |                       | Associate Company        | Key Management Personnel |                      |
|-----------------------|--------------------------|-----------------------|--------------------------|--------------------------|----------------------|
|                       | Alfred Herbert Ltd.      | Herbert Holdings Ltd. | Jain Industrial          | CEO                      | CFO                  |
| Advance Given         | 5,000,000<br>(6,000,000) | —                     | —                        | —                        | —                    |
| Advance Received Back | 5,000,000<br>(6,000,000) | —                     | —                        | —                        | —                    |
| Lease Rent Received   | —                        | —                     | 1,440,000<br>(1,440,000) | —                        | —                    |
| Remuneration          | —                        | —                     | —                        | 533,226                  | 420,000<br>(415,000) |

Note : Figures in bracket represent previous year's figure.

12. EARNINGS PER SHARE (EPS)

For the year ended

31st March 2015      31st March 2014

|   |           |            |
|---|-----------|------------|
| i. Net Profit after tax as per Statement of Profit & Loss attributable to Equity Shareholders (Rs.) | 7,933,347 | 10,712,763 |
| ii. Number of Equity Shares used as denominator for calculating EPS                                 | 771,429   | 771,429    |
| iii. Basic and Diluted Earnings per Share (Rs.)   | 10.28     | 13.89      |
| iv. Face Value per Equity Share (Rs.)   | 10        | 10         |

13. Particulars in respect of Sales

| DESCRIPTION | 2014-2015   |           | 2013-2014   |           |
|-------------|-------------|-----------|-------------|-----------|
|             | Qty. (Unit) | Value Rs. | Qty. (Unit) | Value Rs. |
| Spares      |             | 354,413   |             | 102,030   |

14. Earnings in Foreign Currency

|                            |     |           |
|----------------------------|-----|-----------|
| Commission on Direct Sales | Nil | 1,608,076 |
|----------------------------|-----|-----------|

15. Expenditure in Foreign Currency

|                |        |     |
|----------------|--------|-----|
| Foreign Travel | 60,851 | Nil |
|----------------|--------|-----|

16. Previous year's figures have been regrouped / rearranged / reclassified wherever necessary, to make it comparable with current year figures.

STATEMENT REGARDING SUBSIDIARY COMPANIES FOR 2014-15

| Sl. No | Name of Subsidiary Company/ Country | Reporting Currency | Capital   | Reserves   | Total Assets | Total Liabilities | Investments | Turnover/ Total Income | Profit/(Loss) Before Taxation | Provision for Taxation | Profit After Taxation | Proposed Dividend |
|--------|-------------------------------------|--------------------|-----------|------------|--------------|-------------------|-------------|------------------------|-------------------------------|------------------------|-----------------------|-------------------|
| 1      | Alfred Herbert Limited India        | INR                | 9,000,070 | 4,671,244  | 88,021,767   | 88,021,767        | —           | 118,725,849            | (21,063,135)                  | (564,151)              | (20,498,984)          | —                 |
| 2      | Herbert Holdings Limited India      | INR                | 2,200,000 | 12,250,389 | 14,477,552   | 14,477,552        | 14,339,214  | 627,991                | 581,115                       | (168)                  | 581,283               | —                 |

# **ALFRED HERBERT (INDIA) LTD.**

## **CONSOLIDATED BALANCE SHEET AND STATEMENT OF PROFIT & LOSS**

**2014 - 2015**



## **INDEPENDENT AUDITOR'S REPORT**

### **On the Consolidated Financial Statements**

To

#### **The Members of Alfred Herbert (India) Limited**

We have audited the accompanying consolidated financial statements of Alfred Herbert (India) Limited (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and Its subsidiaries together referred to as "the Group") comprising of the Consolidated Balance Sheet as at 31st March, 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 the Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies included in the Group responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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.

#### **Auditor's 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 there under.

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 auditor's 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 controls 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 and the audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraph (a) of the Other Matters paragraph below, 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, and their consolidated loss and their consolidated cash flows for the year ended on that date.

#### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, based on the comments in the auditors' reports of the Holding company and subsidiary companies 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.



2. As required by Section 143 (3) of the Act, we report, to the extent applicable, 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 account 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 aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - (e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2015 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the directors of the Group companies, incorporated in India is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
  - (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group. Refer Note 3 to the consolidated financial statements.
    - ii. The Group did not have any material foreseeable losses on long-term contracts including derivative contracts.
    - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company.

For **Ray & Ray**  
Chartered Accountants  
(Firm's Registration No. 301072E)

Asish Kumar Mukhopadhyay  
Partner  
Membership No. 056359

Place : Kolkata  
Date: 18th May, 2015

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## ANNEXURE TO THE AUDITORS REPORT

**(Referred to in Paragraph 1 of 'Report on Other Legal and Regulatory Requirements' of our report of even date)**

- (i) (a) The Group has maintained proper records showing full particulars including quantitative details and situations of fixed assets.
- (b) All the fixed assets have not been physically verified by the management during the year but there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the Group and the nature of its assets. No material discrepancies were noticed on such verification.
- (ii) (a) As explained to us, inventories have been physically verified by the Management during the year at reasonable intervals. In our opinion, the frequency of verification is reasonable.
- (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the Management were reasonable and adequate in relation to the size of the Group and the nature of its business.
- (c) The Group is maintaining proper records of inventory. The discrepancies noticed on verification between the physical stocks and the book records were not material.
- (iii) According to the information and explanation given to us, the Group has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, provisions of clauses (iii) (a) and (b) of paragraph 3 of the aforesaid Order are not applicable.
- (iv) In our opinion and according to the information and explanations given to us, there exists reasonable internal control system commensurate with the size and the nature of its business with regard to purchase of fixed assets and for the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal control system of the Group.



- (v) The Group has not accepted any deposits during the year.
- (vi) The maintenance of Cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 for the Group.
- (vii) (a) According to the information and explanations given to us, the Group is generally regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Employee's State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and other material statutory dues applicable to it.

On the basis of the records of the Group and the information and explanations given to us, no undisputed amounts payable in respect of Income Tax, Sales Tax, Wealth Tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax and Cess which were outstanding as at 31st March, 2015 for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us, the following dues of income tax have not been deposited by the Group on account of dispute:

| Sl. No. | Name of Statute                        | Nature of Dues   | Period for which it relates | Forum where dispute is pending   | Amount (Rs.in lacs)                   |
|---------|--|--|-----------------------------|--|---------------------------------------|
| 1.      | Income Tax Act, 1961                   | Income Tax   | Assessment Year 2011-12     | CIT (Appeals)  | 0.20                                  |
| 2.      | Central Excise/<br>Service Tax Laws    | Demand for Duty<br>Reversal of<br>Cenvat Credit<br>Penalty on account<br>of unsuccessful<br>developmental jobs |                             | Asst. Commissioner Central Excise<br>Appellate Tribunal<br>Asst. Commissioner Central Excise<br>Commissioner Appeals<br>Central Excise Tribunal [CESTAT] | 0.48<br>14.94<br>0.48<br>0.12<br>2.98 |
| 3.      | Karnataka Value<br>Added Tax Act/Rules | Demand for penalty<br>for delay in furnishing<br>return VAT 100  |                             | Appellate Tribunal<br>High Court of Karnataka  | 25.17<br>0.58                         |

- (c) The amount required to be transferred to Investors Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made there under has been transferred by the Holding Company to such fund within time.
- (viii) The Group has no accumulated losses at the end of the financial year and one of the subsidiaries has incurred cash losses during the financial year covered by our report but it has not incurred cash losses in the immediately preceding financial year.
- (ix) The Group has not defaulted in repayment of dues to a financial institution or bank. The Group does not have any debenture holders.
- (x) According to the information and explanations given to us, the Group has not given any guarantee for loans taken by others from bank or financial institutions.
- (xi) The Group has not raised any term loan during the year. Accordingly, Clause (xi) of paragraph 3 of the aforesaid Order is not applicable to the Company.
- (xii) According to the information and explanations given to us, no fraud on or by the Group has been noticed or reported during the course of our audit.

For **Ray & Ray**  
Chartered Accountants  
(Firm's Registration No. 301072E)

Place : Kolkata  
Date: 18th May, 2015

Asish Kumar Mukhopadhyay  
Partner  
Membership No. 056359

## Consolidated Balance Sheet as at 31st March, 2015

|  | Note Number  | As at<br>31st March, 2015<br>(Rs.) | As at<br>31st March, 2014<br>(Rs.) |
|--|--------------|------------------------------------|------------------------------------|
| <b>I. EQUITY AND LIABILITIES</b>                       |              |                                    |                                    |
| <b>(1) Shareholders' Funds</b>                         |              |                                    |                                    |
| (a) Share capital                                      | 2.1          | 7,714,290                          | 7,714,290                          |
| (b) Reserves and Surplus                               | 2.2          | 304,390,764                        | 319,004,958                        |
| <b>(2) Non-current liabilities</b>                     |              |                                    |                                    |
| (a) Deferred Tax Liability (Net)<br>(Refer Note No.11) | 2.3          | 2,974,457                          | 3,365,442                          |
| (b) Other Long term liabilities                        | 2.4          | 6,666,985                          | 4,236,931                          |
| (c) Long-term Provisions                               | 2.5          | 354,715                            | 422,942                            |
| <b>(3) Current liabilities</b>                         |              |                                    |                                    |
| (a) Short-term borrowings                              | 2.6          | 19,811,795                         | 1,497,140                          |
| (b) Trade payables<br>(Refer Note No.10)               |              | 32,640,676                         | 27,363,817                         |
| (c) Other current liabilities                          | 2.7          | 16,174,867                         | 13,943,360                         |
| (d) Short-term provisions                              | 2.8          | 18,875,770                         | 21,233,517                         |
|  | <b>TOTAL</b> | <b>409,604,319</b>                 | <b>398,782,397</b>                 |
| <b>II. ASSETS</b>                                      |              |                                    |                                    |
| <b>(1) Non-current assets</b>                          |              |                                    |                                    |
| (a) Fixed assets                                       |              |                                    |                                    |
| (i) Tangible assets                                    | 2.9          | 40,527,434                         | 41,841,244                         |
| (ii) Intangible assets                                 | 2.9          | 499,102                            | —                                  |
| (iii) Capital work-in-progress                         |              | 93,733,713                         | 37,910,419                         |
| (b) Non-current investments                            | 2.10         | 118,247,388                        | 118,247,388                        |
| (c) Long-term loans and advances                       | 2.11         | 2,863,061                          | 7,686,283                          |
| (d) Other Non-current Assets                           | 2.12         | —                                  | 3,753,000                          |
| <b>(2) Current assets</b>                              |              |                                    |                                    |
| (a) Current Investments                                | 2.13         | 52,517,697                         | 93,231,855                         |
| (b) Inventories  | 2.14         | 28,912,016                         | 28,538,069                         |
| (c) Trade receivables                                  | 2.15         | 30,596,021                         | 24,772,614                         |
| (d) Cash and Bank Balances                             | 2.16         | 3,828,272                          | 7,866,214                          |
| (e) Short-term loans and advances                      | 2.17         | 22,493,571                         | 23,253,849                         |
| (f) Other current assets                               | 2.18         | 15,386,044                         | 11,681,462                         |
|  | <b>TOTAL</b> | <b>409,604,319</b>                 | <b>398,782,397</b>                 |

Significant Accounting Policies

1

Notes referred to above form an integral part of the Balance Sheet.

This is the Balance Sheet referred to in our report of even date.

For RAY & RAY  
Chartered Accountants

Asish Kumar Mukhopadhyay  
Partner

Membership No.056359  
Kolkata, 18th May, 2015

For and on behalf of the Board

A. V. Lodha  
R. C. Tapuriah  
Directors

R. Radhakrishnan  
Chief Executive Officer & Company Secretary

A. K. Basu  
Chief Financial Officer



## Consolidated Statement of Profit and Loss

for the year ended 31st March, 2015

|  | Note Number | For the year ended<br>31st March, 2015<br>(Rs.) | For the year ended<br>31st March, 2014<br>(Rs.) |
|--|-------------|---|---|
| <b>PARTICULARS</b>   |             |   |   |
| <b>I Revenue from operations</b>   | 2.19        | <b>148,992,431</b>                              | 198,493,518                                     |
| Less : Excise Duty   |             | <b>9,961,017</b>                                | 15,429,751                                      |
| Net Revenue from Operations  |             | <b>139,031,414</b>                              | 183,063,767                                     |
| <b>II Other Income</b>   | 2.20        | <b>449,073</b>                                  | 887,410   |
| <b>III Total Revenue (I + II)</b>  |             | <b>139,480,487</b>                              | 183,951,177                                     |
| <b>IV Expenses :</b>   |             |   |   |
| Cost of materials consumed   |             | <b>81,428,399</b>                               | 93,137,432                                      |
| Excise Duty Expenses   |             | <b>34,791</b>                                   | 133,494   |
| Purchase of Stock-in-Trade   |             | <b>201,902</b>                                  | 52,166  |
| Changes in inventories of finished goods,<br>work-in-progress and Stock-in-Trade | 2.21        | <b>1,502,608</b>                                | 14,476,158                                      |
| Employee benefits expenses   | 2.22        | <b>32,153,086</b>                               | 30,270,771                                      |
| Finance costs  | 2.23        | <b>989,553</b>                                  | 437,471   |
| Depreciation and amortization expenses   |             | <b>1,376,319</b>                                | 1,655,796                                       |
| Less: Transferred from Revaluation Reserve                                       |             | <b>—</b>  | (181,400)                                       |
| Other expenses   | 2.24        | <b>34,108,198</b>                               | 31,248,010                                      |
| Total Expenses   |             | <b>151,794,856</b>                              | 171,229,898                                     |
| <b>V Profit/(Loss) before tax (III - IV)</b>                                     |             | <b>(12,314,369)</b>                             | 12,721,279                                      |
| <b>VI Tax expenses</b>   |             |   |   |
| (1) Current tax  |             | <b>—</b>  | 440,200   |
| (2) Excess provision for Income Tax relating to earlier years Written back       |             | <b>(5,036)</b>                                  | —   |
| (3) Deferred tax   |             | <b>(324,979)</b>                                | 594,508   |
| <b>VII Profit/(Loss) after tax</b>   |             | <b>(11,984,354)</b>                             | 11,686,571                                      |
| <b>VIII Earning per equity Share :</b>   |             |   |   |
| Basic & Diluted (Rs.)  | 15          | <b>(15.54)</b>                                  | 15.15   |
| Number of shares used in computing earning per share                             |             | <b>771,429</b>                                  | 771,429   |
| Significant Accounting Policies  | 1           |   |   |

Notes referred to above form an integral part of the Statement of Profit & Loss.

This is the Statement of Profit & Loss referred to in our report of even date.

For RAY & RAY  
Chartered Accountants

Asish Kumar Mukhopadhyay  
Partner

Membership No.056359  
Kolkata, 18th May, 2015

For and on behalf of the Board

A. V. Lodha

R. C. Tapuriah  
Directors

R. Radhakrishnan  
Chief Executive Officer & Company Secretary

A. K. Basu  
Chief Financial Officer

## CONSOLIDATED CASH FLOW STATEMENT

|   | Year ended 31st March, |               |
|---|------------------------|---------------|
|   | 2015<br>(Rs.)          | 2014<br>(Rs.) |
| <b>A. Cash Flow from Operating Activities</b>               |                        |               |
| Profit before Tax   | (12,314,369)           | 12,721,279    |
| Adjustment for :  |                        |               |
| Depreciation  | 1,376,319              | 1,474,396     |
| Interest  | 1,035,813              | 810,907       |
| Loss on Sale of Investments                                 | 1,398                  | 173,361       |
| Profit on Sale of Fixed Assets                              | —                      | —             |
| Loss on Sale of Fixed Assets                                | —                      | 47,722        |
| Profit on Sale of Investments                               | (95,367)               | (51,744)      |
| Interest Accrued on Deposits                                | 123,333                | (113,097)     |
| Operating Profit before Working Capital Changes             | (9,872,873)            | 15,062,824    |
| Adjustments for :   |                        |               |
| Inventories   | 3,379,053              | 16,986,908    |
| Trade Receivables   | (546,548)              | (1,571,967)   |
| Other Current Assets  | (3,827,915)            | (4,349,325)   |
| Loans & Advances  | 2,921,788              | (1,194,093)   |
| Liabilities & Provisions                                    | 6,021,536              | (10,471,612)  |
| Cash (utilised in)/generated from Operating Activities      | (1,924,959)            | 14,462,735    |
| Interest Paid   | (46,260)               | (373,436)     |
| Direct Tax (Net)  | (1,137,530)            | (783,826)     |
| Net Cash (utilised in)/generated from Operating Activities  | (3,108,749)            | 13,305,473    |
| <b>B. Cash Flow from Investing Activities</b>               |                        |               |
| Purchase of Fixed Assets                                    | (787,690)              | (3,439,763)   |
| Sale / Discard of Fixed Assets                              | —                      | —             |
| Capital work-in-progress                                    | (56,487,994)           | (30,110,041)  |
| Proceeds from Sale/Redemption of Investments                | 63,340,569             | 218,888,962   |
| Purchase of Investments                                     | (22,532,441)           | (194,380,195) |
| Net Cash (utilised in)/generated from Investment Activities | (16,467,556)           | (9,041,037)   |
| <b>C. Cash Flow from Financing Activities</b>               |                        |               |
| Maturity of Fixed Deposit                                   | —                      | 115,000       |
| Interest paid on Borrowings                                 | (989,553)              | (437,471)     |
| Dividend Paid   | (1,524,530)            | (1,528,198)   |
| Corporate Dividend Tax                                      | (262,209)              | (250,298)     |
| Proceeds/(Repayment) of Borrowings                          | 18,314,655             | 1,497,140     |
| Net Cash (utilised in)/generated from Financing Activities  | 15,538,363             | (603,827)     |
| Net Increase/(Decrease) in Cash & Cash Equivalent           | (4,037,942)            | 3,660,609     |
| Cash and Cash Equivalents (Opening Balance)                 | 7,866,214              | 4,205,605     |
| Cash and Cash Equivalents (Closing Balance)                 | 3,828,272              | 7,866,214     |
|   | (4,037,942)            | 3,660,609     |

**Notes**

- The Cash Flow Statement has been prepared in indirect method in accordance with Accounting Standard (AS-3) on "Cash Flow Statements".
- Cash & Cash Equivalents represent Cash and Bank Balances.

This is the Cash Flow Statement referred to in our report of even date.

For RAY & RAY  
Chartered Accountants  
Asish Kumar Mukhopadhyay  
Partner  
Membership No.056359  
Kolkata, 18th May, 2015

For and on behalf of the Board  
A. V. Lodha  
R. C. Tapuriah  
Directors  
R. Radhakrishnan  
Chief Executive Officer & Company Secretary  
A. K. Basu  
Chief Financial Officer



## Consolidated Notes to the Balance Sheet and Statement of Profit and Loss

### 1. SIGNIFICANT ACCOUNTING POLICIES

#### BASIS OF CONSOLIDATION

The consolidated financial statements are prepared in accordance with Accounting Standard 21 on Consolidated Financial Statements issued by the Institute of Chartered Accountants of India.

#### PRINCIPLES OF CONSOLIDATION

The consolidated financial statements comprises the financial statements of Alfred Herbert (India) Limited (The Holding Company) and its subsidiaries. The financial statements of all the companies are in line with generally accepted accounting principles in India. All intra-group transactions have been eliminated on consolidation.

#### COMPANIES INCLUDED IN CONSOLIDATION:

|                          | Country of Incorporation | Proportion of ownership |
|--------------------------|--------------------------|-------------------------|
| Alfred Herbert Limited   | India                    | 100%                    |
| Herbert Holdings Limited | India                    | 100%                    |

#### Basis of preparation of financial statements

The Financial Statements are prepared on accrual basis under the historical cost convention (except where impairment is made and revaluation is carried out) on the basis of going concern and in accordance with the provisions of the Companies Act, 2013 ('the Act') and Accounting Standards specified under section 133 of 'the Act' read with Rule 7 of the Companies (Accounts) Rules 2014 and accounting principles generally accepted in India. Accounting policies unless specifically stated to be otherwise, are consistent and are in consonance with generally accepted accounting principles.

#### Use of Estimates

In preparing the Financial Statements in conformity with accounting principles generally accepted in India, Management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent liabilities as at the date of Financial Statements and the amounts of revenue and expenses during the reported period. Actual results could differ from those estimates. Any revision to such estimates is recognized in the period the same is determined.

#### Fixed Assets

Tangible Fixed Assets other than those, which have been revalued, are stated at cost net of impairment loss, if any, less depreciation/amortisation. Cost represents expenses relating to acquisition and installation of Fixed Assets are capitalised till the assets are put to use.

Intangible assets are stated at cost less accumulated amortisation and net of impairment if any.

Capital work-in-progress includes expenses relating to construction of Building not ready for its intended use.

#### Impairment of Assets

Impairment is ascertained at each Balance Sheet date in respect of the Company's fixed assets. An impairment loss is recognized whenever the carrying amount of an asset or cash generating unit exceeds its recoverable amount.

#### Depreciation / Amortisation

- (i) Effective from April 1, 2014, the Company has charged Depreciation based on the revised remaining useful life of the assets as per the requirement of Schedule II of the Companies Act, 2013.
- (ii) Depreciation on incremental value of fixed assets due to revaluation is provided on straight-line basis with respect to technically evaluated remaining useful life of the assets.
- (iii) Computer Software is treated as intangible asset and is being amortised over a period of five years.

#### Investments

Long Term Investments are stated at cost less provision for diminution in value other than temporary, if any. Current investments are valued at cost or market price or realisable value whichever is lower.

#### Inventories

Inventories are valued at lower of cost or net realisable value. Cost of the inventories is generally ascertained on weighted average basis. Materials and other supplies held for use in the production of inventories are not written down below cost if the finished product in which they will be incorporated are expected to be sold at or above cost. Cost for the purpose of valuation of work-in-progress and stock-in-trade includes materials, labour and appropriate portion of production overheads. Cost of finished goods includes excise duty. In case of traded goods, Cost of inventories is generally determined on 'First in First out' basis.

#### Foreign Currency Transaction

Transactions in foreign currencies are accounted for at the exchange rate prevailing on the date of the transaction. Foreign currency assets and liabilities are translated at exchange rates prevailing at the year end. The loss or gain thereon and also on the exchange differences on settlement of the foreign currency transaction during the year are recognized in the Statement of Profit and Loss.

## Consolidated Notes to the Balance Sheet and Statement of Profit and Loss

### Revenue Recognition

Sales are recognised on passing of the property in goods as per the terms of sales. These include Excise Duty, Income from Job Work and are net of rebates, discount and other non-recoverables. All expenses and income to the extent considered payable and receivable respectively unless specifically stated to be otherwise are accounted for on mercantile basis. Claims, commission and service charges to the extent considered realisable have been accounted for on ascertainment of amounts thereof. Interest is accrued and recognised on time basis and determined by contractual rate of interest.

### Employee Benefits

Employee benefits viz. Provident, Superannuation and Pension Funds are accounted for on accrual basis. The year-end liability in respect of Gratuity is determined on the basis of actuarial valuation. In the case of Alfred Herbert (India) Limited, according to the prevailing practice of the Company the employees are allowed to enjoy the leave within the year. No encashment of leave is allowed and liability for Leave Encashment is accounted for on the basis of actuarial valuation in case of Alfred Herbert Limited, the subsidiary Company. Contribution to Provident, Superannuation, Pension and Gratuity Funds are made to the appropriate authorities.

### Warranty Expenses

Warranty costs are accrued in the year of sale, based on past experience.

### Proposed Dividend

Dividend recommended by the Board of Directors is provided for in the accounts, pending shareholders' approval.

### Taxes on Income

Income tax is accounted for in accordance with Accounting Standard (AS-22) – "Accounting for Taxes on Income".

Deferred tax is provided and recognised on timing differences between taxable income and accounting income subject to prudential consideration.

Deferred tax assets on unabsorbed depreciation and carry forward losses are not recognized unless there is a virtual certainty about availability of future taxable income to realize such assets.

### Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognised when there is a present legal or statutory obligation as a result of past events and where it is probable that there will be outflow of resources to settle the obligation and when a reliable estimate of the amount of the obligation can be made.

Contingent Liabilities are recognised only when there is a possible obligation arising from past events due to occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or where any present obligation cannot be measured in terms of future outflow of resources or where a reliable estimate of the obligation cannot be made. Obligations are assessed on an on going basis and only those having a largely probable outflow of resources are provided for.

Contingent Assets are not recognised in the Financial Statements.

## 2. Notes forming part of Consolidated Balance Sheet

### 2.1 SHARE CAPITAL

#### Authorised

100 - (2014 - 100) 8% Redeemable Preference Shares of Rs.100 each  
 100 - (2014 - 100) Redeemable Preference Shares of Rs.100 each  
 5,000,000 - (2014 - 5,000,000) Equity shares of Rs.10 each

|  | As at<br>31st March, 2015 | As at<br>31st March, 2014 |
|--|---------------------------|---------------------------|
|  | Rs.                       | Rs.                       |
|  | <b>10,000</b>             | 10,000                    |
|  | <b>10,000</b>             | 10,000                    |
|  | <b>50,000,000</b>         | 50,000,000                |
|  | <b>50,020,000</b>         | 50,020,000                |
|  |                           |                           |
|  | <b>7,714,290</b>          | 7,714,290                 |
|  | <b>7,714,290</b>          | 7,714,290                 |

#### Issued, subscribed and paid-up

771,429 - Equity shares of Rs.10 each fully paid-up  
 (2014 - 771,429)

2.1.1. There has been no change / movement in the number of outstanding shares as at the beginning and at the end of our reporting period.

2.1.2. The Company has only one class of equity shares having a par value of Rs. 10/- per share. Each holder of equity is entitled to one vote per share. The Company may declare and pay dividends. The dividend, if any proposed by the Board of Directors of the Company is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts in proportion to the number of equity shares held by Equity Shareholders.



Notes forming part of Consolidated Balance Sheet (Contd.)

2.1.3. Equity shares in the Company held by each shareholder holding more than 5% Equity Shares.

| Name of Shareholders         | No. of Shares held on 31.03.2015 |           | No. of Shares held on 31.03.2014 |           |
|------------------------------|----------------------------------|-----------|----------------------------------|-----------|
|                              |                                  | % holding |                                  | % holding |
| Anamika Lodha                | 220,576                          | 28.59     | 201                              | 0.03      |
| Simika Lodha                 | 220,576                          | 28.59     | 198                              | 0.03      |
| City Holdings Limited        | —                                | —         | 252,561                          | 32.74     |
| Meenakshi Industries Limited | —                                | —         | 150,449                          | 19.50     |

## 2.2 RESERVES AND SURPLUS

### Capital Revaluation Reserve - opening balance

Less : Transferred to Depreciation

### Capital Reserve on Consolidation (As per last Accounts)

### Capital Redemption Reserve (As per last Accounts)

### General Reserve - opening balance

Add : Transferred from surplus

Add : Transferred from Deffered Tax Liability

Less : Provision for Depreciation A/c (Note No.7)

### Special Reserve ( Under Section 45 IC of Reserve Bank of India Act.) opening balance

Add : Transferred from surplus

### Surplus in Profit & Loss Account - opening balance

Add : Ner Profit/(Loss) after tax transferred from statement of Profit & Loss

### Surplus available for appropriation

### APPROPRIATIONS

Proposed Dividend

Corporate Dividend Tax

General Reserve

Special Reserve

### Surplus - closing balance

### TOTAL

## 2.3 DEFERRED TAX LIABILITIES (NET)

(Refer Note No.11)

Deferred Tax Liabilities

Deferred Tax Assets

## 2.4 OTHER LONG-TERM LIABILITIES

Security deposit

Others

## 2.5 LONG-TERM PROVISIONS

Provision for Employee Benefits :

Provision for Leave Encashment

|   | As at 31st March, 2015 | As at 31st March, 2014 |
|---|------------------------|------------------------|
|   | Rs.                    | Rs.                    |
| Capital Revaluation Reserve - opening balance   | 5,035,730              | 5,217,130              |
| Less : Transferred to Depreciation  | —                      | 181,400                |
|   | 5,035,730              | 5,035,730              |
| Capital Reserve on Consolidation (As per last Accounts)                                 | 59,937                 | 59,937                 |
| Capital Redemption Reserve (As per last Accounts)                                       | 1,400                  | 1,400                  |
| General Reserve - opening balance   | 213,598,775            | 212,788,775            |
| Add : Transferred from surplus  | 600,000                | 810,000                |
| Add : Transferred from Deffered Tax Liability   | 66,006                 | —                      |
| Less : Provision for Depreciation A/c (Note No.7)                                       | 890,779                | —                      |
|   | 213,374,002            | 213,598,775            |
| Special Reserve ( Under Section 45 IC of Reserve Bank of India Act.)<br>opening balance | 37,340,150             | 35,072,150             |
| Add : Transferred from surplus  | 1,707,000              | 2,268,000              |
|   | 39,047,150             | 37,340,150             |
| Surplus in Profit & Loss Account - opening balance                                      | 62,968,966             | 56,165,462             |
| Add : Ner Profit/(Loss) after tax transferred from statement of Profit & Loss           | (11,984,354)           | 11,686,571             |
|   | 50,984,612             | 67,852,033             |
| APPROPRIATIONS  |                        |                        |
| Proposed Dividend   | 1,542,858              | 1,542,858              |
| Corporate Dividend Tax  | 262,209                | 262,209                |
| General Reserve   | 600,000                | 810,000                |
| Special Reserve   | 1,707,000              | 2,268,000              |
| Surplus - closing balance   | 46,872,545             | 62,968,966             |
| TOTAL   | 304,390,764            | 319,004,958            |
| DEFERRED TAX LIABILITIES (NET)  |                        |                        |
| (Refer Note No.11)  |                        |                        |
| Deferred Tax Liabilities  | 3,689,823              | 3,662,827              |
| Deferred Tax Assets   | (715,366)              | (297,385)              |
|   | 2,974,457              | 3,365,442              |
| OTHER LONG-TERM LIABILITIES   |                        |                        |
| Security deposit  | 2,940,784              | 2,796,461              |
| Others  | 3,726,201              | 1,440,470              |
|   | 6,666,985              | 4,236,931              |
| LONG-TERM PROVISIONS  |                        |                        |
| Provision for Employee Benefits :   |                        |                        |
| Provision for Leave Encashment  | 354,715                | 422,942                |
|   | 354,715                | 422,942                |



Notes forming part of Consolidated Balance Sheet (Contd.)

**2.6 SHORT-TERM BORROWINGS****Loan repayable on demand from Bank :****From Canara Bank, Bangalore :**

Cash Credit/Current A/c

(Secured by Hypothecation of stocks and book debts and Plant &amp; Machinery, Furniture and Fixtures)

**Packing Credit for exports**

|  | As at<br>31st March 2015<br>Rs. | As at<br>31st March 2014<br>Rs. |
|--|---------------------------------|---------------------------------|
|  | <b>15,011,795</b>               | 1,497,140                       |
|  | <b>4,800,000</b>                | —                               |
|  | <b>19,811,795</b>               | 1,497,140                       |
|  | <b>14,137,611</b>               | 12,204,307                      |
|  | <b>73,535</b>                   | 14,828                          |
|  | <b>1,963,721</b>                | 1,724,225                       |
|  | <b>16,174,867</b>               | 13,943,360                      |
|  | <b>2,097,054</b>                | 572,746                         |
|  | <b>14,308,293</b>               | 18,112,570                      |
|  | <b>1,542,858</b>                | 1,542,858                       |
|  | <b>262,209</b>                  | 262,209                         |
|  | <b>665,356</b>                  | 743,134                         |
|  | <b>18,875,770</b>               | 21,233,517                      |

**2.7 OTHER CURRENT LIABILITIES**

Advances received from Customers

Contribution to Gratuity Fund

Others (Excise Duty, TDS, Payroll Deductions, unpaid

Dividend Accounts etc.)

**2.8 SHORT-TERM PROVISIONS**

Provision for Employee Benefits

Taxation

Proposed Dividend

Tax on Dividend

Others

**2.9 FIXED ASSETS****TANGIBLE ASSETS**

| Description                           | Gross Carrying Amount                                |                                 |                           |   | Depreciation       |                                      |   |                           |                    | Net Carrying Amount          |                              |
|---------------------------------------|--|---------------------------------|---------------------------|---|--------------------|--------------------------------------|---|---------------------------|--------------------|------------------------------|------------------------------|
|                                       | Original Cost/<br>Revaluation<br>as on<br>31.03.2014 | Additions<br>During<br>the year | Sales/<br>adjust-<br>ment | Original<br>Cost/<br>Revaluation<br>as on<br>31.03.2015 | Upto<br>31.03.2014 | Depre-<br>ciation<br>for the<br>year | Carrying<br>amount<br>adjusted<br>with<br>Retained<br>Earning | Sales/<br>Adjust-<br>ment | Upto<br>31.03.2015 | Value<br>as on<br>31.03.2015 | Value<br>as on<br>31.03.2014 |
|                                       | Rs.  | Rs.                             | Rs.                       | Rs.   | Rs.                | Rs.                                  | Rs.   | Rs.                       | Rs.                | Rs.                          | Rs.                          |
| Land (Refer Not No. 6)                | 3,674,588  | —                               | —                         | <b>3,674,588</b>  | —                  | —                                    | —   | —                         | —                  | <b>3,674,588</b>             | 3,674,588                    |
| Building :                            |  |                                 |                           |   |                    |                                      |   |                           |                    |                              |                              |
| Freehold                              | 50,835,733   | —                               | —                         | <b>50,835,733</b>                                       | 15,954,845         | 765,328                              | —   | —                         | <b>16,720,173</b>  | <b>34,115,560</b>            | 34,880,888                   |
| Leasehold                             | 342,945  | —                               | —                         | <b>342,945</b>  | 251,676            | 3,324                                | —   | —                         | <b>255,000</b>     | <b>87,945</b>                | 91,269                       |
| Plant & Machinery                     | 18,299,912   | 790,523                         | 310,588                   | <b>18,779,847</b>                                       | 15,642,994         | 388,755                              | 529,456   | 177,907                   | <b>16,383,298</b>  | <b>2,396,549</b>             | 2,656,918                    |
| Furniture, Fixtures<br>and Equipments | 756,797  | —                               | 2,804                     | <b>753,993</b>  | 486,058            | 50,164                               | 47,121  | 2,804                     | <b>580,539</b>     | <b>173,454</b>               | 270,739                      |
| Vehicles                              | 1,526,940  | —                               | —                         | <b>1,526,940</b>  | 1,390,244          | —                                    | 136,696   | —                         | <b>1,526,940</b>   | —                            | 136,696                      |
| Office Equipment                      | 208,181  | 37,990                          | (171,237)                 | <b>417,408</b>  | 78,035             | 43,973                               | 177,506   | (38,556)                  | <b>338,070</b>     | <b>79,338</b>                | 130,146                      |
| <b>Total</b>                          | <b>75,645,096</b>                                    | <b>828,513</b>                  | <b>142,155</b>            | <b>76,331,454</b>                                       | <b>33,803,852</b>  | <b>1,251,544</b>                     | <b>890,779</b>  | <b>142,155</b>            | <b>35,804,020</b>  | <b>40,527,434</b>            | <b>41,841,244</b>            |
| <b>INTANGIBLE ASSETS :</b>            |  |                                 |                           |   |                    |                                      |   |                           |                    |                              |                              |
| Computer Software                     | —  | 623,877                         | —                         | <b>623,877</b>  | —                  | 124,775                              | —   | —                         | <b>124,775</b>     | <b>499,102</b>               | —                            |
| Previous year                         | 73,466,633   | 2,775,063                       | 596,600                   | 75,645,096  | 32,696,934         | 1,655,796                            | 548,878   | 33,803,852                | 41,841,244         | —                            | —                            |



Notes forming part of Consolidated Balance Sheet (Contd.)

|  | Nos.<br>of<br>shares | As at<br>31st March<br>2015<br>Rs. | Nos.<br>of<br>shares | As at<br>31st March<br>2014<br>Rs. |
|--|----------------------|------------------------------------|----------------------|------------------------------------|
| <b>2.10 NON-CURRENT INVESTMENTS</b>  |                      |                                    |                      |                                    |
| <b>Long Term, (Non-Trade), Quoted<br/>Equity Shares of Rs.10 each except where otherwise<br/>stated (fully paid)</b> |                      |                                    |                      |                                    |
| Graphite India Limited (Face value Rs.2 per share)   | 350,000              | 19,866,484                         | 350,000              | 19,866,484                         |
| Aditya Birla Nuvo Limited  | 105                  | 14,648                             | 105                  | 14,648                             |
| Mangalore Refinery and Petrochemicals Ltd.   | 400                  | 4,000                              | 400                  | 4,000                              |
| HDFC Bank Limited (Face value Rs.2 per share)  | 2,500                | 5,000                              | 2,500                | 5,000                              |
| Hindalco Industries Ltd.(Face Value Re.1 per share)  | 75,750               | 7,272,000                          | 75,750               | 7,272,000                          |
| Reliance Industries Ltd.   | 67,000               | 19,351,842                         | 67,000               | 19,351,842                         |
| I D F C  | 50,000               | 3,511,762                          | 50,000               | 3,511,762                          |
| I T C Limited (Face value Re.1 per share)  | 60,000               | 3,578,171                          | 60,000               | 3,578,171                          |
| Reliance Capital Ltd.  | 1,175                | 184,413                            | 1,175                | 184,413                            |
| Reliance Power Ltd.  | 5,875                | 99,300                             | 5,875                | 99,300                             |
| Reliance Communication Ltd.(Face Value Rs.5 per share)   | 23,500               | 5,489,863                          | 23,500               | 5,489,863                          |
| Reliance Infrastructure Ltd  | 1,762                | 1,035,555                          | 1,762                | 1,035,555                          |
| Sesa Sterlite Ltd. (Face Value Re.1 per share)   | 6,012                | 188,310                            | 6,012                | 188,310                            |
| <b>Bonds</b>   |                      |                                    |                      |                                    |
| 8.30% NHA1 Tax Free Bonds  | 3,743                | 3,837,493                          | 3,743                | 3,837,493                          |
| 8.50% NHA1 Tax Free Bonds  | 30,000               | 30,000,000                         | 30,000               | 30,000,000                         |
| 8.75% NHA1 Tax Free Bonds  | 21,200               | 21,159,647                         | 21,200               | 21,159,647                         |
|  |                      | <b>115,598,488</b>                 |                      | <b>115,598,488</b>                 |
| <b>Unquoted Shares<br/>Equity Shares of Rs.10 each except where otherwise<br/>stated (fully paid)</b>                |                      |                                    |                      |                                    |
| Woodlands Multispeciality Hospital Limited   | 1,780                | 8,900                              | 1,780                | 8,900                              |
| Lodha Capital Markets Limited  | 264,000              | 2,640,000                          | 264,000              | 2,640,000                          |
| Kirloskar Computer Services Limited  | 100,000              | 10,000                             | 10,000               |                                    |
| Less : Provision for diminution in value of shares<br>of Kirloskar Computer Services                                 | (100,000)            | —                                  |                      | —                                  |
|  |                      | <b>2,648,900</b>                   |                      | <b>2,648,900</b>                   |
| <b>TOTAL</b>   |                      | <b>118,247,388</b>                 |                      | <b>118,247,388</b>                 |
| a) Quoted Investments  |                      | <b>115,598,488</b>                 |                      | <b>115,598,488</b>                 |
| b) Unquoted Investments  |                      | <b>2,648,900</b>                   |                      | <b>2,648,900</b>                   |
|  |                      | <b>118,247,388</b>                 |                      | <b>118,247,388</b>                 |
| Aggregate Market Value of Quoted Investments   |                      | <b>189,074,083</b>                 |                      | <b>173,612,756</b>                 |
| <b>2.11 LONG-TERM LOANS &amp; ADVANCES</b>   |                      |                                    |                      |                                    |
| (Unsecured-considered good)  |                      |                                    |                      |                                    |
| Capital Advance  |                      | 252,939                            |                      | 5,372,826                          |
| Security Deposits  |                      | 2,610,122                          |                      | 2,313,457                          |
|  |                      | <b>2,863,061</b>                   |                      | <b>7,686,283</b>                   |

Notes forming part of Consolidated Balance Sheet (Contd.)

|   |                             | As at<br>31st March 2015<br>Rs.              | As at<br>31st March 2014<br>Rs. |  |
|---|-----------------------------|--|---------------------------------|--|
| <b>2.12 OTHER NON-CURRENT ASSETS</b>  |                             |  |                                 |  |
| OTHERS  |                             |  |                                 |  |
| Inventory :   |                             |  |                                 |  |
| Raw Material  |                             | —  | 3,753,000                       |  |
|   |                             | —  | 3,753,000                       |  |
| <b>2.13 CURRENT INVESTMENTS (Unquoted)</b>  | <b>No.<br/>of<br/>Units</b> | <b>As at<br/>31st March<br/>2015<br/>Rs.</b> | <b>Nos.<br/>of<br/>Units</b>    | <b>As at<br/>31st March<br/>2014<br/>Rs.</b> |
| Units of Rs.1000 each in DSP BlackRock Money Manager Fund - Institutional Plan - Weekly Dividend              | —                           | —  | 17,000.648                      | 17,073,014                                   |
| Units of Rs.10 each in IDFC Money Manager Fund - Investment Plan A - Monthly Dividend-(Defunct Plan)          | 41,062.309                  | 414,623                                      | 41,062.309                      | 414,623                                      |
| Units of Rs.10 each in IDFC Banking Debt Fund - Growth Option   | 46,947.916                  | 500,000                                      | 46,947.916                      | 500,000                                      |
| Units of Rs.10 each in IDFC Super Saver Income Fund - Growth Option   | 16,893.775                  | 500,000                                      | 16,893.775                      | 500,000                                      |
| Units of Rs.10 each in IDFC Ultra Short Term Fund - Weekly Dividend-(Regular Plan)                            | 98,009.508                  | 983,458                                      | 1,773,111.996                   | 17,767,386                                   |
| Units of Rs.10 each in ICICI Prudential Interval Fund Quarterly Interval Plan 1 - Institutional Dividend      | —                           | —  | 2,020,000.000                   | 20,200,000                                   |
| Units of Rs.100 each in ICICI Prudential Savings Fund Regular Plan - Weekly Dividend Reinvestment             | 206,249.209                 | 20,745,064                                   | —                               | —  |
| Units of Rs.1000 each in UTI Treasury Advantage Fund - Flexi Dividend Plan Payout                             | 2,433.020                   | 2,634,445                                    | 6,287.690                       | 6,799,080                                    |
| Units of Rs.1000 each in UTI Treasury Advantage Fund - Plan - Weekly Dividend Reinvestment.                   | 6,710.533                   | 6,736,107                                    | 9,981.777                       | 9,973,752                                    |
| Units of Rs.10 each in UTI Fixed Income Interval Plan - Quarterly Plan Series III - Institutional Growth Plan | 1,367,720.056               | 20,004,000                                   | 1,367,720.056                   | 20,004,000                                   |
| <b>TOTAL</b>  |                             | <b>52,517,697</b>                            |                                 | <b>93,231,855</b>                            |
| <b>Aggregate Market Value of Investments (As per NAV of 31st March)</b>                                       |                             | <b>58,523,746</b>                            |                                 | <b>97,284,107</b>                            |
| <b>2.14 INVENTORIES</b>   |                             |  |                                 |  |
| Raw Materials   |                             | 14,304,053                                   |                                 | 11,950,630                                   |
| Work-in-Progress  |                             | 13,837,224                                   |                                 | 14,367,383                                   |
| Finished Goods  |                             | 74,550                                       |                                 | 1,529,983                                    |
| Loose Tools   |                             | 696,189                                      |                                 | 690,073                                      |
|   |                             | <b>28,912,016</b>                            |                                 | <b>28,538,069</b>                            |
| <b>2.15 TRADE RECEIVABLES</b>   |                             |  |                                 |  |
| (Unsecured - Considered Good)   |                             |  |                                 |  |
| Debts outstanding for a period exceeding six months   |                             | 5,694,368                                    |                                 | 2,972,003                                    |
| Other debts   |                             | 24,901,653                                   |                                 | 21,800,611                                   |
|   |                             | <b>30,596,021</b>                            |                                 | <b>24,772,614</b>                            |



Notes forming part of Consolidated Balance Sheet and Statement of Profit and Loss (Contd.)

|  | <b>As at<br/>31st March 2015<br/>Rs.</b>                  | As at<br>31st March 2014<br>Rs.                 |
|--|---|---|
| <b>2.16 CASH AND BANK BALANCES</b>   |   |   |
| <b>A. Cash and Cash equivalents</b>  |   |   |
| Cash in hand   | <b>136,706</b>  | 146,875   |
| Balances with Banks :  |   |   |
| (i) On Current Accounts  | <b>2,004,588</b>  | 5,252,939                                       |
| (ii) On Unpaid Dividend Accounts   | <b>465,978</b>  | 447,650   |
| <b>B. Other Bank Balances</b>  |   |   |
| (iii) On Margin Deposit- towards Bank Guarantee                            | <b>1,221,000</b>  | 2,018,750                                       |
|  | <b>3,828,272</b>  | 7,866,214                                       |
| <b>2.17 SHORT-TERM LOANS AND ADVANCES</b><br>(Unsecured - Considered Good) |   |   |
| Advance recoverable in cash or in kind or for value to be received         | <b>3,724,959</b>  | 1,044,194                                       |
| Prepaid Expenses   | <b>38,095</b>   | 30,084  |
| Advance Income Tax   | <b>18,730,517</b>   | 22,179,571                                      |
|  | <b>22,493,571</b>   | 23,253,849                                      |
| <b>2.18 OTHER CURRENT ASSETS</b><br>(Unsecured - Considered Good)          |   |   |
| Interest Accrued   | <b>361,724</b>  | 496,980   |
| Balances with Excise/Commercial Tax Dept.                                  | <b>15,024,320</b>   | 11,184,482                                      |
|  | <b>15,386,044</b>   | 11,681,462                                      |
| <b>2.19 REVENUE FROM OPERATIONS</b>  | <b>For the year<br/>ended<br/>31st March 2015<br/>Rs.</b> | For the year<br>ended<br>31st March 2014<br>Rs. |
| Sales of products :  |   |   |
| i) Domestic Sales  | <b>113,142,689</b>  | 173,050,223                                     |
| ii) Exports  | <b>14,287,659</b>   | 336,139   |
| Sale of services   | <b>10,235,526</b>   | 9,823,139                                       |
| Commission   | —   | 1,608,076                                       |
| Other operating revenues   | <b>874,003</b>  | 1,376,254                                       |
| Interest Income :-   |   |   |
| Interest on Bonds  | <b>4,662,669</b>  | 2,393,883                                       |
| Interest on Fixed Deposit  | —   | 3,397   |
| Others   | <b>64,001</b>   | 121,568   |
| Dividend from shares (Long Term)   | <b>2,489,355</b>  | 2,442,839                                       |
| Dividend from Mutual Fund (Short Term)                                     | <b>3,141,162</b>  | 7,285,296                                       |
| Profit on Sale of Investment (net) (Short Term)                            | <b>467</b>  | 52,704  |
| Profit on Sale of Investment (net) (Long Term)                             | <b>94,900</b>   | —   |
|  | <b>148,992,431</b>  | 198,493,518                                     |
| <b>2.20 OTHER INCOME</b>   |   |   |
| Scrap Sales  | —   | 5,224   |
| Exchange Gain  | —   | 11,327  |
| Interest Income (on Fixed Deposit & others)                                | <b>442,463</b>  | 211,018   |
| Liability no longer required written back                                  | —   | 645,676   |
| Miscellaneous Income   | <b>6,610</b>  | 14,165  |
|  | <b>449,073</b>  | 887,410   |

Notes forming part of Consolidated Statement of Profit and Loss (Contd.)

|   | For the year<br>ended<br>31st March 2015<br>Rs. | For the year<br>ended<br>31st March 2014<br>Rs. |
|---|---|---|
| <b>2.21 CHANGES IN INVENTORY OF FINISHED GOODS &amp; WORK IN PROGRESS</b> |   |   |
| <b>a) Changes in Inventory of Finished Goods</b>                          |   |   |
| Opening Stock   | 1,529,983                                       | 5,894,156                                       |
| Less : Closing Stock  | 74,550  | 1,529,983                                       |
|   | <b>1,455,433</b>                                | 4,364,173                                       |
| <b>b) Changes in Inventory of Work in Progress</b>                        |   |   |
| Opening Stock   | 14,367,383                                      | 24,479,368                                      |
| Less : Closing Stock  | 13,837,224                                      | 14,367,383                                      |
|   | <b>530,159</b>                                  | 10,111,985                                      |
| Less : Jigs & fixtures capitalised from WIP                               | 482,984   | —   |
|   | <b>47,175</b>                                   | 10,111,985                                      |
|   | <b>1,502,608</b>                                | 14,476,158                                      |
| <b>2.22 EMPLOYEE BENEFIT EXPENSES</b>                                     |   |   |
| Salaries & Wages  | 25,461,086                                      | 25,083,906                                      |
| Contribution to Provident and other Funds                                 | 3,457,414                                       | 1,941,318                                       |
| Staff Welfare Expenses  | 3,234,586                                       | 3,245,547                                       |
|   | <b>32,153,086</b>                               | 30,270,771                                      |
| <b>2.23 FINANCE COSTS</b>   |   |   |
| Interest on Overdraft   | 989,553   | 437,471   |
|   | <b>989,553</b>                                  | 437,471   |
| <b>2.24 OTHER EXPENSES</b>  |   |   |
| Power and Fuel  | 2,607,758                                       | 2,464,213                                       |
| Consumable Stores   | 3,250,555                                       | 3,612,418                                       |
| Repairs to Building   | 2,316,480                                       | 3,770,201                                       |
| Repairs to Plant & Machinery  | 1,623,619                                       | 2,395,678                                       |
| Repairs - Others  | 1,131,593                                       | 949,793   |
| Rent  | 1,253,082                                       | 1,220,019                                       |
| Rates and Taxes   | 1,167,778                                       | 893,503   |
| Insurance   | 180,442   | 137,406   |
| Electricity   | 927,532   | 955,099   |
| Flat Maintenance  | 204,808   | 184,808   |
| Loss on sale of Investment (Long Term)                                    | 1,398   | 173,409   |
| Postage and telephone   | 790,976   | 593,368   |
| Legal & Secretarial Expenses  | 597,276   | 351,351   |
| Loss/Net Gain on Foreign Currency Transactions                            | 173,793   | (142,864)                                       |
| Loss on sale / Discardation of Fixed Assets                               | —   | 47,722  |
| Bad Debts   | 451,956   | 354,198   |
| Consultancy Charges   | 6,155,296                                       | 5,743,127                                       |
| Professional Fees   | 510,000   | 621,000   |
| Security Service  | 1,494,170                                       | 1,312,026                                       |
| Traveling and conveyance  | 1,511,718                                       | 1,610,650                                       |
| Non/Slow-moving Inventory written off                                     | 3,223,852                                       | —   |
| Miscellaneous expenses (I)  | 4,534,116                                       | 4,000,885                                       |
|   | <b>34,108,198</b>                               | 31,248,010                                      |
| (i) Includes  |   |   |
| Auditors' Remuneration (Exclusive of Taxes) :                             |   |   |
| Statutory Audit Fees  | 124,500   | 117,000   |
| Tax Audit Fees  | 26,500  | 24,500  |
| Other services  | 39,500  | 40,000  |



Consolidated Notes to the Balance Sheet and Statement of Profit and Loss (Contd.)

| 3. Contingent liabilities not provided for in respect of :   | (Amount in Rs.)    |                    |
|--|--------------------|--------------------|
|  | <b>2014 - 2015</b> | <b>2013 - 2014</b> |
| i) Income Tax demand   | <b>19,720</b>      | 501,285            |
| ii) Bank Guarantees for advance issued in favour of customers  | <b>1,640,000</b>   | 8,075,000          |
| iii) Letter of credit in favour of Supplier  | <b>730,000</b>     | —                  |
| iv) Central Excise demands not accepted by the Company   | <b>1,542,641</b>   | 2,652,328          |
| v) Penalties in respect of Excise / Service Tax  | <b>2,874,790</b>   | 3,163,685          |
| vi) Penalty u/s 72 of KVAT Act for delay in filing VAT 100 for the month of January 07, against which the Interim order was passed by the Hon'ble High Court of Karnataka on 13.04.07 staying the order of Penalty until further consideration of the writ petition. | <b>57,968</b>      | 57,968             |
| vii) Warranty Expenses   | <b>100,000</b>     | —                  |

4. Estimated amount of contracts remaining to be executed on capital account and not provided for - Rs.9,309,604/- (2013-14 Rs.36,151,192).

5. Interest on loans except to the extent there is uncertainty as to the realisation has been accounted for on accrual basis.

6. Factory Land – In response to the Company's Writ Petition against the order of the Assistant Commissioner of Forest, Karnataka for vacating the Company's property in Whitefield which had been acquired from KIADB. The single bench of Hon'ble High Court at Karnataka upheld the Company's contention and held that the land did not belong to the forest department. A review petition has been filed by the forest department (involving several industries including the Company situated in the same vicinity) and the same is currently pending before the said court.

7. Effective from April 1, 2014, the Company has charged Depreciation based on the revised remaining useful life of the assets as per the requirement of Schedule II of the Companies Act, 2013. Due to the above depreciation charge for the year ended March 31, 2015 is lower by Rs.186,732/-. Further, based on transitional provision provided in Note 7(b) of Schedule II, Depreciation of Rs.890,779/- and Deferred Tax of Rs.66,006/- thereon have been adjusted to General Reserve.

**8. Gratuity Plan**

The company provides for gratuity, a defined benefit plan covering eligible employees. Gratuity Fund Scheme is administered and controlled by a trust. The Projected Unit Credit (PUC) actuarial method has been used to assess the plan's Liabilities, including those related to death-in-service and incapacity benefits.

The following tables set out the status of the Gratuity Plan as required under AS 15 (Revised).

Reconciliation of Defined Benefit Obligation and Fair Value of Assets over the year ended 31st March 2015.

**i) Change in Defined Benefit Obligations**

(Amount in Rs.)

|   |   | <b>As on<br/>31.03.2015</b> | As on<br>31.03.2014 |
|---|---|-----------------------------|---------------------|
| A | Present Value of Defined Benefit Obligations at the beginning of period | <b>11,534,625</b>           | 13,509,156          |
| B | Current Service Cost  | <b>501,626</b>              | 591,745             |
| C | Interest Cost   | <b>941,227</b>              | 957,853             |
| D | Actuarial Losses/(Gains)  | <b>1,268,233</b>            | (452,132)           |
| E | Benefits paid   | <b>(2,607,788)</b>          | (3,071,997)         |
| F | Present Value of Defined Benefit Obligations at the end of period       | <b>11,637,923</b>           | 11,534,625          |

**ii) Change in Fair Value of Assets**

(Amount in Rs.)

|   |                                    | <b>As on<br/>31.03.2015</b> | As on<br>31.03.2014 |
|---|------------------------------------|-----------------------------|---------------------|
| A | Plan Assets at beginning of period | <b>11,388,758</b>           | 12,273,470          |
| B | Expected return on Plan Assets     | <b>934,517</b>              | 908,425             |
| C | Actual Company contributions       | <b>145,866</b>              | 1,235,686           |
| D | Actuarial Gain/(Loss)              | <b>(31,915)</b>             | 43,174              |
| E | Benefits Paid                      | <b>(2,607,788)</b>          | (3,071,997)         |
| F | Plan Assets at the end of period   | <b>9,829,438</b>            | 11,388,758          |

## Consolidated Notes to the Balance Sheet and Statement of Profit and Loss (Contd.)

## iii) Total expense recognised in the Statement of Profit &amp; Loss

(Amount in Rs.)

|   | Compotents of employer expenses                             | For the year ended 31.03.2015 | For the year ended 31.03.2014 |
|---|---|-------------------------------|-------------------------------|
| A | Current Service Cost  | 501,626                       | 591,745                       |
| B | Interest Cost   | 941,227                       | 957,853                       |
| C | Expected return on Plan Assets                              | (934,517)                     | (908,425)                     |
| D | Actuarial Losses/(Gains)                                    | 1,300,148                     | (495,306)                     |
| E | Total expenses recognised in the Statement of Profit & Loss | 1,808,484                     | 145,867                       |

## iv) Net Assets / (Liability) recognised in the Balance Sheet

(Amount in Rs.)

|   | Funded Status  | For the year ended 31.03.2015 | For the year ended 31.03.2014 |
|---|--|-------------------------------|-------------------------------|
| A | Present Value of Defined Benefits Obligations                              | 11,637,923                    | 11,534,625                    |
| B | Fair Value of Plan Assets  | 9,829,438                     | 11,388,758                    |
| C | Funded Status [Surplus / (Deficit)]  | (1,808,485)                   | (145,867)                     |
| D | Net Asset / (Liability) recognized in Balance Sheet at beginning of period | (145,867)                     | (1,235,686)                   |
| E | Employer expenses  | 1,808,484                     | 145,867                       |
| F | Employer contributions   | 145,866                       | 1,235,686                     |
| G | Net Asset / (Liability) recognised in Balance Sheet at end of the period   | (1,808,485)                   | (145,867)                     |

## v) Actuarial Assumptions

|   |                           | As on 31.03.2015                                   | As on 31.03.2014                                   |
|---|---------------------------|--|--|
| A | Discount Rate             | 7.78%  | 9.20%  |
| B | Mortality                 | IALM (2006-08) Ultimate                            | IALM (2006-08) Ultimate                            |
| C | Salary increases          | 8%   | 8%   |
| D | Expected return on assets | 9.20%  | 8.00%  |
| E | Withdrawal rates          | Upto 40 years 4.2/Thousand<br>40 years & above Nil | Upto 40 years 4.2/Thousand<br>40 years & above Nil |

## vi) Experience Adjustments

(Amount in Rs.)

|   |   | Year ended 31.03.2015 | Year ended 31.03.2014 | Year ended 31.03.2013 | Year ended 31.03.2012 | Year ended 31.03.2011 |
|---|---|-----------------------|-----------------------|-----------------------|-----------------------|-----------------------|
| A | Present Value of Defined Benefit Obligation                                       | 11,637,923            | 11,534,625            | 13,509,156            | 14,788,940            | 15,187,189            |
| B | Fair Value of Plan Assets   | 9,829,438             | 11,388,758            | 12,273,470            | 14,283,246            | 11,774,518            |
| C | Funded Status [Surplus/(Deficit)]   | (1,808,485)           | (145,867)             | (1,235,686)           | (505,694)             | (3,412,671)           |
| D | Experience (Gain)/Loss adjustment on Plan Liabilities                             | 516,995               | 199,063               | 202,500               | 11,857                | 473,427               |
| E | Experience Gain/(Loss) adjustment on Plan Assets                                  | (31,916)              | 43,174                | 9,584                 | (6,828)               | 18,830                |
| F | Experience (Gain)/Loss adjustment on Plan Liabilities due to change in assumption | 751,238               | (651,195)             | 374,920               | (353,267)             | (78,531)              |



Consolidated Notes to the Balance Sheet and Statement of Profit and Loss (Contd.)

9. Leave Encashment Scheme

The table below shows a summary of the key results :

| Assets / Liabilities |   | (Amount in Rs.)     |                     |
|----------------------|---|---------------------|---------------------|
|                      |   | As on<br>31.03.2015 | As on<br>31.03.2014 |
| A                    | Present Value of obligation                       | 358,605             | 429,696             |
| B                    | Fair Value of Plan Assets                         | —                   | —                   |
| C                    | Net Asset/(Liability) recognized in Balance Sheet | (358,605)           | (429,696)           |

| Employer Expenses |                          | (Amount in Rs.)                     |                                     |
|-------------------|--------------------------|-------------------------------------|-------------------------------------|
|                   |                          | For the year<br>ended<br>31.03.2015 | For the year<br>ended<br>31.03.2014 |
| A                 | Current Service Cost     | 70,588                              | 79,573                              |
| B                 | Interest Cost            | 32,608                              | 37,745                              |
| C                 | Actuarial Losses/(Gains) | (23,758)                            | (44,353)                            |
| D                 | Total Employer Expense   | 79,438                              | 72,965                              |

The financial assumptions employed for the calculations are as follows :

|   | As on<br>31.03.2015 | As on<br>31.03.2014 |
|---|---------------------|---------------------|
| Discount rate per annum compound                              | 7.78% p.a.          | 9.20% p.a.          |
| Rate of increase in Salaries                                  | 8.00% p.a.          | 8.00% p.a.          |
| Expected average remaining working lives of employees (years) | 11.30               | 11.40               |

Scheme is not funded through any trust fund and therefore no assumption regarding expected rate of return on assets is applicable.

Demographic Assumptions :

1. Mortality : We have assumed that active members of the Scheme will experience in service mortality in accordance with the standard table Indian Assured Lives Mortality (2006-08) ultimate.
2. The following withdrawal rates have been assumed :

|                                 | Age                                 | As on<br>31.03.2015          | As on<br>31.03.2014          |
|---------------------------------|-------------------------------------|------------------------------|------------------------------|
| Withdrawal Rate                 | Upto 40 years<br>40 years and above | 4.2/Thousand<br>Nil          | 4.2/Thousand<br>Nil          |
| Early retirement and disability | 40 – 54 years<br>55 – 59 years      | 1.8/Thousand<br>2.2/Thousand | 1.8/Thousand<br>2.2/Thousand |

Experience Adjustments\* (Amount in Rs.)

|   | Year ended<br>31.03.2015 | Year ended<br>31.03.2014 | Year ended<br>31.03.2013 | Year ended<br>31.03.2012 |
|---|--------------------------|--------------------------|--------------------------|--------------------------|
| A Present Value of Defined Benefit Obligation                                       | 358,605                  | 429,696                  | 586,895                  | 607,098                  |
| B Funded Status [Surplus/(Deficit)]   | (358,605)                | (429,696)                | (586,895)                | (607,098)                |
| C Experience (Gain)/Loss adjustment on Plan Liabilities                             | (52,130)                 | (17,030)                 | 80,508                   | (62,267)                 |
| D Experience (Gain)/Loss adjustment on Plan Liabilities due to change in assumption | 28,372                   | (27,323)                 | 20,192                   | (14,586)                 |

\*Note : Figures for "Experience Adjustments" in respect of one of the subsidiaries, Alfred Herbert Limited, regarding Leave Encashment for the year ended 31.03.2011 are not available, hence could not be disclosed.

In the case of holding Company, Alfred Herbert (India) Limited, according to the prevailing practice of the Company, the employees are allowed to enjoy the leave within the year. No encashment of leave is allowed.



**ALFRED HERBERT (INDIA) LTD.**

Consolidated Notes to the Balance Sheet and Statement of Profit and Loss (Contd.)

10. There are no reported Micro Enterprises and Small Enterprises as defined in the Micro, Small and Medium Enterprises Development Act, 2006, to whom the Company owes dues.
11. The following are the major components of Deferred Tax (Assets)/Liabilities

(Amount in Rs.)

|   | As on<br>31.03.2015 | As on<br>31.03.2014 |
|---|---------------------|---------------------|
| <b>Deferred Tax Liability</b>               |                     |                     |
| On Account of Depreciation                  | 3,305,507           | 3,662,827           |
| <b>Deferred Tax Assets</b>                  |                     |                     |
| Expenses allowable on payment basis u/s 43B | 715,366             | (264,940)           |
| Provision for Warranty                      | —                   | (32,445)            |
| <b>TOTAL</b>                                | <b>715,366</b>      | <b>(297,385)</b>    |
| Net Deferred Tax Liability                  | <b>2,590,141</b>    | 3,365,442           |

12. Related Party disclosure as identified by the management in accordance with the Accounting Standard 18 issued by the Institute of Chartered Accountants of India ("ICAI") are as follows:-

Related Party

| Name  | Relationship      |
|---|-------------------|
| Jain Industrial & Commercial Services Pvt. Ltd. | Associate Company |

Disclosure of transactions with Related Party :

(Amount in Rs.)

|                     | 2014-15   | 2013-14   |
|---------------------|-----------|-----------|
| Lease Rent Received | 1,440,000 | 1,440,000 |

**13. Segment Reporting**

The Company's operation predominantly relate to Manufacturing and Trading of Industrial Machineries & Spares (Manufacturing Operations), Income from Commission & Trading of Spares (Marketing Operations) and Income from Realty, Business Services etc.

Accordingly Manufacturing Operations, Sales & Marketing Operations, Realty and Business Services comprise the primary basis of segment. Others include Profit on Sale of Long Term Investments and income there against. The only geographical Segment is India.

| Primary Segment  | Year ended 31.03.2015            |                                  |            |                     | Year ended 31.03.2014            |                                  |            |             |
|--|----------------------------------|----------------------------------|------------|---------------------|----------------------------------|----------------------------------|------------|-------------|
|  | Manufac-<br>turing<br>Operations | Realty &<br>Business<br>Services | Others     | Total               | Manufac-<br>turing<br>Operations | Realty &<br>Business<br>Services | Others     | Total       |
| <b>A. REVENUE</b>  |                                  |                                  |            |                     |                                  |                                  |            |             |
| <b>External Sales/Income</b>                                       | 118,725,849                      | 20,126,647                       | 627,991    | <b>139,480,487</b>  | 160,293,069                      | 23,000,123                       | 657,985    | 183,951,177 |
| <b>Inter Segment Sales/Income</b>                                  | —                                | —                                | —          | —                   | —                                | —                                | —          | —           |
| <b>Total-</b>  | 118,725,849                      | 20,126,647                       | 627,991    | <b>139,480,487</b>  | 160,293,069                      | 23,000,123                       | 657,985    | 183,951,177 |
| <b>Segment Result (Profit(+)/Loss(-)before Tax &amp; Interest)</b> | (20,073,582)                     | 8,167,651                        | 581,115    | <b>(11,324,816)</b> | 1,485,096                        | 11,051,309                       | 622,345    | 13,158,750  |
| Less: Un-allocable expenditure                                     |                                  |                                  |            |                     |                                  |                                  |            |             |
| i) Interest  |                                  |                                  |            | <b>989,553</b>      |                                  |                                  |            | 437,471     |
| ii) Other un-allocable expenditure<br>(Net of un-allocable income) |                                  |                                  |            | —                   |                                  |                                  |            | —           |
| Total Profit before Tax  |                                  |                                  |            | <b>(12,314,369)</b> |                                  |                                  |            | 12,721,279  |
| Less: Taxes  |                                  |                                  |            |                     |                                  |                                  |            |             |
| Current Tax  |                                  |                                  |            | <b>(5,036)</b>      |                                  |                                  |            | 440,200     |
| Deferred Tax   |                                  |                                  |            | <b>(324,979)</b>    |                                  |                                  |            | 594,508     |
| Net Income / (Loss) after Tax                                      |                                  |                                  |            | <b>(11,984,354)</b> |                                  |                                  |            | 11,686,571  |
| <b>OTHER INFORMATION</b>   |                                  |                                  |            |                     |                                  |                                  |            |             |
| <b>Segment Assets</b>  | 80,875,788                       | 295,520,462                      | 14,477,552 | <b>390,873,802</b>  | 75,203,605                       | 287,516,272                      | 13,882,949 | 376,602,826 |
| Un-Allocable Assets  |                                  |                                  |            | <b>18,730,517</b>   |                                  |                                  |            | 22,179,571  |
| Total  |                                  |                                  |            | <b>409,604,319</b>  |                                  |                                  |            | 398,782,397 |
| <b>Segment Liabilities &amp; Provisions</b>                        | 69,897,814                       | 10,291,538                       | 27,163     | <b>80,216,515</b>   | 43,001,592                       | 7,570,062                        | 13,483     | 50,585,137  |
| Un-Allocable Liabilities & Provisions                              |                                  |                                  |            | <b>14,308,293</b>   |                                  |                                  |            | 18,112,570  |
| Total  |                                  |                                  |            | <b>94,524,808</b>   |                                  |                                  |            | 68,697,707  |
| <b>Depreciation</b>  | 519,447                          | 856,872                          | —          | <b>1,376,319</b>    | 638,891                          | 835,505                          | —          | 1,474,396   |
| <b>Capital Expenditure including CWIP</b>                          | —                                | 93,733,713                       | —          | <b>93,733,713</b>   | 664,700                          | 37,245,719                       | —          | 37,910,419  |



Consolidated Notes to the Balance Sheet and Statement of Profit and Loss (Contd.)

14. Disclosure as required in terms of the Accounting Standard 29 on Provisions, Contingent Liabilities and Contingent Assets are as follows:

| <u>Nature of Item</u>    | <u>Provision for Warranty</u><br>(Amount in Rs.) |                |
|--------------------------|--|----------------|
|                          | <u>2014-15</u>                                   | <u>2013-14</u> |
| Opening Provision        | 100,000  | 100,000        |
| Provided during the year | 352,021  | 358,417        |
| Amount utilized          | 452,021  | 358,417        |
| Closing provision        | —  | 100,000        |

The above warranty cost represents the expected cost of free replacement and services in respect of sale of machineries, in terms of stipulation for sale on the basis of the past experience. It is expected that all will be incurred in next twelve months period.

15. **EARNINGS PER SHARE (EPS)**

|  | <u>For the year ended</u> |                        |
|--|---------------------------|------------------------|
|  | <u>31st March 2015</u>    | <u>31st March 2014</u> |
| i. Net Profit/(Loss) after tax as per Statement of Profit & Loss attributable to Equity Shareholders (Rs.) | (11,984,354)              | 11,686,571             |
| ii. Number of Equity Shares used as denominator for calculating EPS  | 771,429                   | 771,429                |
| iii. Basic and Diluted Earnings per Share (Rs.)  | (15.54)                   | 15.15                  |
| iv. Face Value per Equity Share (Rs.)  | 10                        | 10                     |

16. Previous year's figures have been regrouped/rearranged/reclassified wherever necessary, to make it comparable with current year figures



# PROXY FORM

FORM NO. MGT-11

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN L74999WB1919PLC003516

Name of the Company **ALFRED HERBERT (INDIA) LIMITED**

Registered Office Herbert House, 13/3 Strand Road, Kolkata 700 001, West Bengal

Name of the Member (s)

Registered Address

E-mail ID

Folio No./ Client ID

DP ID

I / we, being the member(s) of \_\_\_\_\_ shares of the above named Company, hereby appoint

1. Name

Address

E-mail ID

Signature

, or failing him

2. Name

Address

E-mail ID

Signature

, or failing him

3. Name

Address

E-mail ID

Signature

, or failing him

as my /our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Ninety-Fifth Annual General Meeting of the Company, to be held on Tuesday, 21st July, 2015 at 10a.m. at Bengal National Chamber of Commerce & Industry Auditorium, 23, Sir R.N.Mukherjee Road, Kolkata and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1. ....

2. ....

3. ....

4. ....

5. ....

Signed this .....day of .....2015.

Signature of the Shareholder

Affixed  
Revenue  
Stamp

Signature of the Proxy holder(s)

**Note: This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**

*If undelivered please return to :*  
**ALFRED HERBERT (INDIA) LIMITED**  
Post Box 681, 13/3, Strand Road, Kolkata 700 001





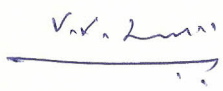
# ALFRED HERBERT (INDIA) LTD.

13/3, Strand Road, Kolkata - 700 001  
Telephone : 2226 8619, 2264 0106  
Fax : (033) 2229 9124  
E-mail : kolkata@alfredherbert.com  
Website : www.alfredherbert.co.in  
CIN : L74999WB1919PLC003516

18<sup>th</sup> May 2015

## FORM A

(Pursuant to Clause 31(a) of the Listing Agreement)

|   |  |   |
|---|--|---|
| 1 | Name of the Company                            | Alfred Herbert (India) Limited  |
| 2 | Annual financial statements for the year ended | 31 <sup>st</sup> March 2015   |
| 3 | Type of Audit observation                      | Un-qualified  |
| 4 | Frequency of observation                       | Not Applicable  |
| 5 | Signature of Chief Executive Officer           |    |
| 6 | Signature of Chief Financial Officer           |  |
| 7 | Signature of Auditor of the Company            | Utsish Kumar Mukhopadhyay   |
| 8 | Signature of Audit Committee Chairman          |  |