



# SAHYADRI™

ANNUAL REPORT 2014-2015

# INDIAN INNOVATIVE ICONIC





# Principles. Progress. Prosperity. **We make in India.**

This year has been a year of transformation for both - our great nation and us, at Sahyadri Industries Limited (SIL). It's been a year of new hope, of promise, of rekindling pride and of building a stronger future.

We at SIL, are truly proud to participate in India's progress. We are making in India, for India and also for the world. We are set to play a leadership role in the SWACHH BHARAT ABHIYAN with our CEMPLY SWACHALAY, green, readymade toilet blocks.

SILC - SAHYADRI INNOVATION & LEARNING CENTRE, will be the fulcrum of all our innovative technologies, as we seek to add to our iconic Swastik roofs and CEMPLY cement sheets with new ideas and products for the nation.

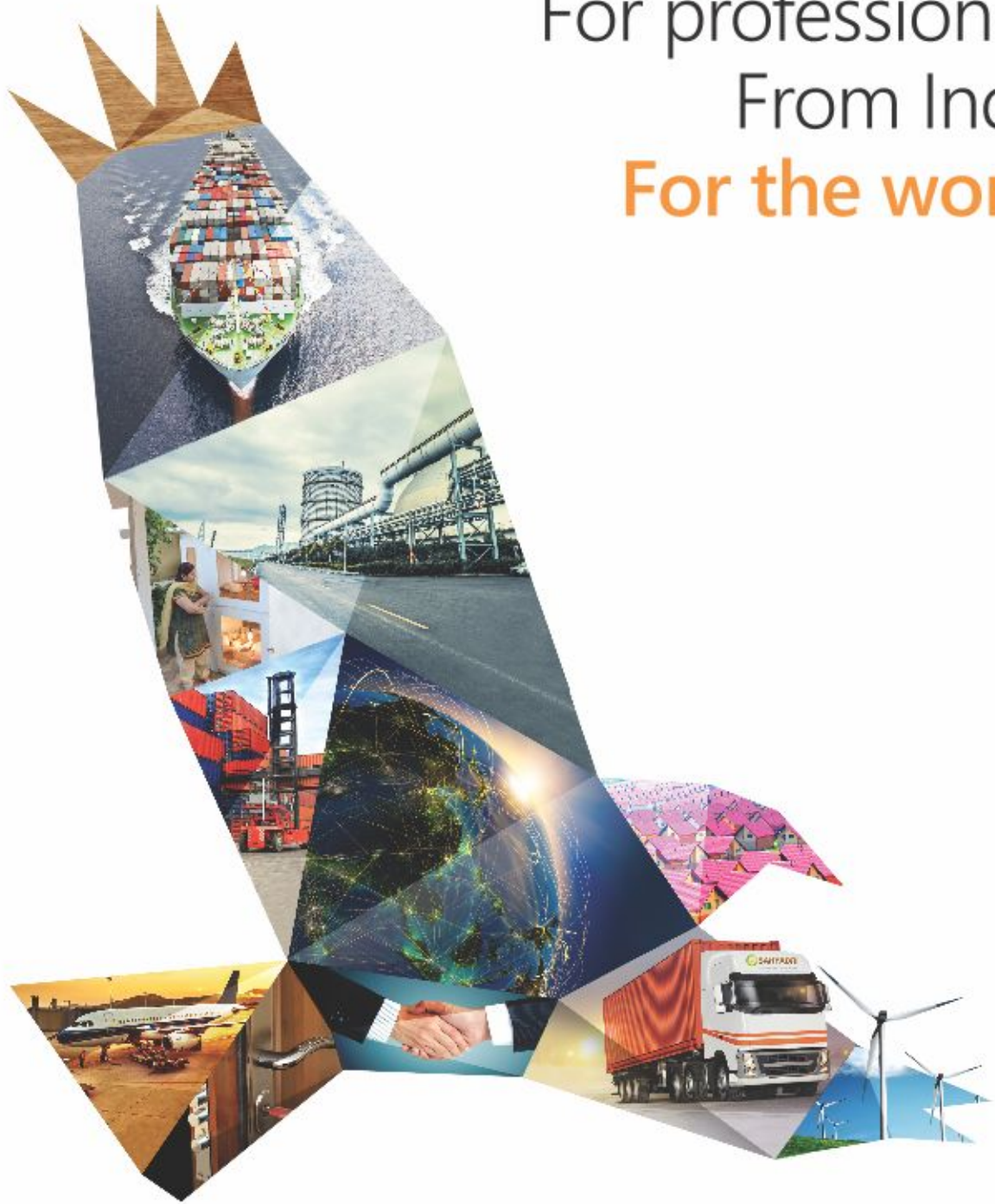
Taking giant strides in the new year will be the innovative CEMPLY SWACHALAY as we bring health, hygiene and dignity to millions of families across India.

We at SIL, have also planned strategies to open up B2B and consumer markets across India with our unique ENTASAFE anti-theft, fortified doors. Along with, SILBUILD speedy solutions and ECOPRO environment and budget friendly building systems.

It's been over six decades of building success stories. And we will continue building. Indian, Innovative and Iconic.



For entrepreneurs.  
For professionals.  
From India.  
**For the world.**



**SAHYADRI™**

Indian. Innovative. Iconic.



Strong foundations  
build strong structures.  
**Strong innovations  
build a strong nation.**



**SAHYADRI™**  
Indian. Innovative. Iconic.

While for some,  
clean, green India  
is just a slogan,  
**we have built on it.**



**SAHYADRI™**  
Indian. Innovative. Iconic.



In support of



**WINNER**  
INNOVATIVE  
GREEN TOILET AWARD  
INDIA SANITATION SUMMIT  
— 2015 —



## HOW MUCH WILL A SWACHALAY COST THE NATION?

30% women from low-income families are attacked every year as lack of toilets force them to venture out at odd hours.\*

The Swachh Bharat Abhiyan deserves our full support as it offers health, security and dignity for all.

SWACHALAY is an innovation dedicated to the Nation and integrates *swachh* with *sauchalay*.

These portable toilet blocks can be installed and ready-to-use in less than 1 hour.

Highlights:

- Green and sustainable, made from 35% fly ash
- Uses dry construction techniques: No use of bricks, sand, mortar or water
- Non-corrosive and all-weather resistant
- Requires minimum labour
- Swachalay green toilets are ideal for the Swachh Bharat Abhiyan

Corporates, NGOs working in the sanitation space, Government Departments and individuals can book, donate and install Swachalays.

Call or SMS: +91 9850440088

Email: [eamd@silworld.in](mailto:eamd@silworld.in)

\*Study published in 2012 by a leading philanthropy foundation.

# MESSAGE TO SHAREHOLDERS

Dear Shareholders,

## **A NEW GOVERNMENT: NEW HOPES & ASPIRATIONS**

In the best traditions of democracy, a new Government was elected this year with a resounding mandate. This is potentially a turning point in history and an opportunity to collectively script a new destiny for our nation. As a company deeply rooted in India's soil, Sahyadri Industries Ltd. (SIL) is committed to realizing the vision of a dynamic, prosperous and self-reliant India. It is your Company's avowed mission to be a global Indian enterprise serving national priorities. This is manifest in your Company's determination to go beyond the confines of business to create enduring value for the larger Indian society. It is with this strength of conviction in your Company's values and vitality that we once again pledge SIL's fullest support to the new vision for fulfilling our shared goal of a new India of our dreams and the 'We Make in India' concept.

## **SAHYADRI INDUSTRIES LTD.: PERFORMANCE**

As in earlier years, let us first share some of the highlights of your Company's bottom line performance. Amidst a challenging economic context, your Company recorded yet another year of strong performance. Gross Income registered a new high at Rs.43764.96 lakhs, while Net Profit increased by 218% to Rs.711.61 lakhs. The segment net revenue has grown 17.38%.

This year, the building material industry in India witnessed a marked slowdown. Notwithstanding such an adverse operating environment, your Company's export business recorded a robust growth of 152%. Your Company's relentless effort to build world-class Indian brands, backed by cutting-edge Research & Development and innovation, will continue to drive performance in the years ahead.

## **WE MAKE IN INDIA: BUILDING WORLD-CLASS BRANDS FOR A DEVELOPED INDIA**

The Honorable Prime Minister has articulated the Government's resolve to revive Brand India on the strength of 5 Ts – Tradition, Talent, Tourism, Trade and Technology. A successful global brand is a badge of honour for the country it belongs to, and a sustained source of wealth creation. When a country's institutions build world-class brands, they enrich their economies, enabling sustainable growth and higher-income livelihood opportunities.

Indian enterprises truly have the mettle to create world-class brands. Building winning brands is not an easy task. Successful global brands have been steadfast in nourishing their consumer franchise through ongoing innovation and remaining well ahead of the learning curve. Therefore, the challenge of building brands in competition with such established players is no mean task. The countries that have accomplished this seemingly impossible mission have done so through close collaboration between the governments and their companies over the long haul.







Sahyadri Industries Ltd. achieved a new milestone – Export House Status to Sahyadri: SIL has been conferred the status of 'Export House' in its foreign trade wing this year. It is the certificate of recognition given by the Ministry of Commerce & Industry, Govt. of India. The certification, which acknowledges the performers and encourages exports from the country, is based on the track record of the company's exports. The company has achieved this status by accelerating growth in export and creating a unique 'We Make in India' brand.

Sahyadri's vision is to operate as a highly professional and futuristic company and act as an important instrument of export growth and contribute towards growth of the nation.

#### **INNOVATION & SOCIO-ECONOMIC INITIATIVE:**

SIL's commitment to socio-economic contribution is manifest in its nationally acknowledged initiatives that create impactful societal value. SIL has created sustainable business models to support livelihoods across the country.

Sahyadri wishes to extend a supporting hand to the Nation & Honorable Prime Minister In their commitment to the Swachh Bharat Abhiyan with it's Innovation Swachalay.

Swachalay is the ideal green toilet for the Swachh Bharat Abhiyan: These modular toilet blocks can be installed and ready to use in less than 1 hour. A revolutionary initiative that offers a sustainable toilet block, catering to critical needs, addresses sanitation requirements and helps develop the habit of hygiene among the populace at large.

SIL was awarded the prestigious India CSR Community Initiative Awards for its Novel, Green and Innovative Technology Cemply Swachalay toilets by Delhi based India CSR Group. Mr. Matteo Rizzi - Global Expertise & Authority, WASH Household Care, Unilever UK, handed over the award to the MD of Sahyadri Industries Ltd., Mr. Satyen Patel, in New Delhi on Feb 6, 2015 at the India Sanitation Summit.

Swachalay is a user-friendly and cost-effective innovation. We have clear vision to keep innovating and implementing these initiatives in focused areas.

#### **Acknowledgement:**

Your Company is privileged to be able to pursue a path less traveled to create multiple drivers of growth supported by winning brands and an abiding vision to put country before corporation. It is our collective aspiration that your Company should be a National Champion in the service of the Nation. In this journey, we draw strength from Team SIL and from their dedication and commitment.

As we conclude, may we on behalf of the Board of Directors and the employees of your Company once again thank you, our valued shareholders, for your continued support and encouragement.

Truly yours,

  
Jayesh Patel  
Chairman

  
Satyen Patel  
Managing Director



# SAHYADRI INDUSTRIES LIMITED

## Board Of Directors

Mr. J. P. Patel	Chairman
Mr. S. V. Patel	Managing Director
Mr. P. L. Patel	Whole time Director
Mr. V. L. Patel	Whole time Director
Mr. D. B. Kasad	Director
Mr. S. U. Joshi	Director
Mr. J. G. Awate	Director
Mr. S.Y.Mestry	Director
Ms. S.J.Kotasthane	Director

## Chief Financial Officer

Mr.M.K.Sharma

## Company Secretary

Jaiwant Rege

## Registered Office

39/D, Swastik House, Gultekdi, J. N. Road,  
Pune - 411037  
CIN : L26956PN1994PLC078941

## Bankers:

Cosmos Co-Op Bank Limited  
ICICI Bank Ltd.  
Corporation Bank  
HDFC Bank Limited  
Indian Overseas Bank  
Standard Chartered Bank

## Plants:

### Chinchwad

Plot No. 39, 44, 46 to 49, Block No. D III, MIDC,  
Chinchwad, Pune 411019.

### Perundurai

Plot No. KK2(N) and KK2(S), SIPCOT Industrial  
Growth, Centre, Perundurai 638052 ,Erode  
District, Tamilnadu.

### Vijaywada

Survey No.118,Narsimhama Palam,  
Veerulapadu Mandal, Krishna District,  
Andhra Pradesh

## Website

[www.silworld.in](http://www.silworld.in)

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Cash Flow Statement  
Schedules

## Auditor

M/s. Parag Patwa & Associates,  
Chartered Accountants, Pune

## Registrar & Share Transfer Agent

M/S Sharex Dynamic (India) Pvt. Ltd.  
Unit No. 1, Luthra Industrial Premises, Safed Pool,  
Andheri (E), Mumbai - 400 072  
Phone No (022) – 28515606/44  
Fax No (022) 28512885  
[www.sharexindia.com](http://www.sharexindia.com)

### Kedgaon

Gat No. 322/323, Village Kedgaon,  
Tal. Daund, District Pune

### Mahuvej

S. No. 127, 128,129,186,187, 129/1/1,  
Block No. 88, 89, Village Mahuvej, Tal. Mangrol,  
Dist. Surat, Gujarat



## NOTICE

NOTICE is hereby given that the Twenty First Annual General Meeting of the members of Sahyadri Industries Limited will be held on **Friday, 7th August 2015 at 3.30 PM at Plot No. 39, Block No. D-III, MIDC, Chinchwad, Pune - 411 019**, to transact the following business:

### ORDINARY BUSINESS:

1. To consider and adopt the audited Balance Sheet as at 31st March 2015 and the Profit & Loss Account and the Cash Flow Statement for the year ended on that date and Reports of the Directors and Auditors thereon.
2. To declare dividend for the Financial Year ended 31st March 2015.
3. To re-appoint Mr. J. P. Patel , who retires by rotation and being eligible offers himself for re-appointment, as a director.
4. To appoint Auditor of the Company to hold office from conclusion of this Annual General Meeting to the conclusion of Twenty Second Annual General Meeting and fix their remuneration.

### SPECIAL BUSINESS:

5. To consider and if thought fit, to pass with or without modification the following resolution as an ordinary resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Cost Auditors M/s.Nimkar Mohani & Associates appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2016, be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting;

**RESOLVED FURTHER THAT** Mr. J.P.Patel, Executive Chairman or Mr. S.V.Patel, Managing Director be and is hereby authorised to do all such acts, deeds, matters and things as

may be necessary, proper or expedient to give effect to this resolution."

6. To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a special resolution:

**"RESOLVED THAT** pursuant to the provisions of section 149,152 and other applicable provisions, if any of the Companies Act, 2013 read with the Rules made thereunder, approval of the members of the Company be and is hereby accorded to the appointment of Mr. D.B.Kasad as an Independent Director of the Company to hold office for two consecutive years from 08th August 2015 to 07th August 2017.

**RESOLVED FURTHER THAT** appointment of Mr.D.B.Kasad as an Independent Director be formalised through a letter of appointment a draft of which is placed before this meeting under the initials of the Chairman for the purpose of identification which is hereby approved.

**RESOLVED FURTHER THAT** Mr. J.P.Patel, Executive Chairman or Mr. S.V.Patel, Managing Director be and is hereby authorised to do all such acts, deeds, matters and things including signing of the aforesaid letter of appointment to give effect to this resolution."

7. To consider, and if thought fit, to pass with or without modification(s), the following resolution as a special resolution:

**"RESOLVED THAT** pursuant to the provisions of section 149,152 and other applicable provisions, if any of the Companies Act, 2013 read with the Rules made thereunder, approval of the members of the Company be and is hereby accorded to the appointment of Mr. S.Y.Mestry as an Independent Director of the Company to hold office for two consecutive years from 08th August 2015 to 07th August 2017.

**RESOLVED FURTHER THAT** appointment of Mr.S.Y.Mestry as an Independent Director be formalised through a letter of appointment a draft of which is placed before this meeting under the initials of the Chairman for the purpose of identification which is hereby approved.

**RESOLVED FURTHER THAT** Mr. J.P.Patel, Executive Chairman or Mr. S.V.Patel, Managing Director be



and is hereby authorised to do all such acts, deeds, matters and things including signing of the aforesaid letter of appointment to give effect to this resolution.”

8. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a special resolution:

**“RESOLVED THAT** pursuant to the provisions of section 149,152 and other applicable provisions, if any of the Companies Act, 2013 read with the Rules made thereunder, approval of the members of the Company be and is hereby accorded to the appointment of Mr. J.G.Awate as an Independent Director of the Company to hold office for two consecutive years from 08th August 2015 to 07th August 2017.

**RESOLVED FURTHER THAT** appointment of Mr.J.G.Awate as an Independent Director be formalised through a letter of appointment a draft of which is placed before this meeting under the initials of the Chairman for the purpose of identification which is hereby approved.

**RESOLVED FURTHER THAT** Mr. J.P.Patel, Executive Chairman or Mr. S.V.Patel, Managing Director be and is hereby authorised to do all such acts, deeds, matters and things including

signing of the aforesaid letter of appointment to give effect to this resolution.”

9. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a special resolution:

**“RESOLVED THAT** pursuant to the provisions of section 149,152 and other applicable provisions, if any of the Companies Act, 2013 read with the Rules made thereunder, approval of the members of the Company be and is hereby accorded to the appointment of Mr. S.U.Joshi as an Independent Director of the Company to hold office for two consecutive years from 08th August 2015 to 07th August 2017.

**RESOLVED FURTHER THAT** appointment of Mr.S.U.Joshi as an Independent Director be formalised through a letter of appointment a draft of which is placed before this meeting under the initials of the Chairman for the purpose of identification which is hereby approved.

**RESOLVED FURTHER THAT** Mr. J.P.Patel, Executive Chairman or Mr. S.V.Patel, Managing Director be and is hereby authorised to do all such acts, deeds, matters and things including signing of the aforesaid letter of appointment to give effect to this resolution.”

2nd July 2015  
Regd. Office: 39/D, Swastik House,  
J. N. Road, Gultekdi, Pune 411037  
W: www.silworld.in E:info@silworld.in  
T:+20 2644 4625/26/27 F:+20 2644 4624/2645/8888  
CIN No:L26956PN1994PLC078941

#### On Behalf of the Board of Directors

**Jayesh Patel**  
Chairman  
(DIN: 00131517)

**Satyen Patel**  
Managing Director  
(DIN: 00131344)

#### NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. The instrument appointing a proxy should, however, be deposited at the registered office of the Company not less 48 hours before the commencement of the meeting. A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten 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.

2. A corporate members intending to depute its authorised representatives to attend the Meeting is requested to lodge with the Company well in advance a certified copy of the Board Resolution authorising its representative to attend and vote on their behalf at the meeting.
3. The Register of Members and Share Transfer Books of the Company shall remain closed from Friday, 31st July 2015 to Friday, 7th August 2015 (both days inclusive).



4. The Dividend, as recommended by the Board of Directors, if approved at the 21st Annual General Meeting, will be paid to those members who hold shares:
  - a) In the electronic mode, based on the beneficial ownership details received from National Securities Depository Limited and Central Depository Services (India) Limited as at the close of business hours on Friday, 31st July 2015, or
  - b) In physical form, if their names appear on the Company's Register of Members as at the close of business hours on Friday, 31st July 2015.
5. Members are requested to promptly notify any change in their address to the Company's Registrar & Transfer Agent namely, Sharex Dynamic (India) Pvt. Ltd, Unit 1, Luthra Industrial Premises, Safed Pool, Andheri (E), Mumbai - 400 072. Shareholders holding shares in dematerialized form shall inform any change in their details, address and other to their respective Depository Participants only.
6. Members desiring any information about the Company's working are requested to write to the Company at an early date so as to enable the Company to reply at the Annual General Meeting.
7. The Annual Report of the Company circulated to the members will be made available on the Company's website at [www.silworld.in](http://www.silworld.in)
8. Copies of the Annual Report 2015 are being sent by electronic mode only to those members whose email addresses are registered with the Company / Depository Participant(s) for communication purposes. Any member may request for a hard copy of the same. For members who have not registered their email addresses, physical copies of the Annual Report 2015 are being sent by the permitted mode. However such members are requested to register their respective e-mail address with the Company/ Depository Participant.
9. Pursuant to the provisions of Section 205C of the Companies Act 1956, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of its transfer to the Unpaid Dividend Account of the Company is required to be transferred to the Investor Education and Protection Fund set up by the Government of India and no payment shall be made in respect of any such claims by the Fund. Unclaimed dividend amount in respect of final dividend declared during financial year 2007-08 will be transferred to Investor Education & Protection Fund on or before 16th November 2015. Members who have not yet encashed their dividend warrant(s) for the financial years 2007-2008 are requested to make their claims to the Company without any delay. The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2006-07, from time to time on due dates, to the Investor Education and Protection Fund (the IEPF) established by the Central Government. 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 August 8, 2014 (date of last Annual General Meeting) on the website of the Company ([www.silworld.in](http://www.silworld.in)), as also on the website of the Ministry of Corporate Affairs
10. Members are requested to bring their attendance slip along with the copy of Annual Report to the meeting.
11. Additional information pursuant to Clause 49 of the Listing Agreement with the stock exchanges in respect of the Directors seeking appointment / re-appointment at the AGM is enclosed and forms a part of the Notice.
12. Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on close of business hours on 31st July 2015 i.e. the date prior to the commencement of book closure date are entitled to vote on the Resolutions set forth in this Notice. The e-voting period will commence at 9.00 a.m. on Tuesday, 04th August, 2015 and will end at 5.00 p.m. on Thursday, 06th August, 2015. The Company has appointed Mr. Sridhar Mudaliar Partner M/S SVD and Associates, Practising Company Secretaries, to act as the



Scrutinizer, for conducting the scrutiny of the votes cast. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

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

- (i) The voting period begins on Tuesday 04th August 2015 at 9.00 a.m. and ends on Thursday 06th August 2015 at 5.00 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 (record date) of <31st 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).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](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	
<b>PAN*</b>	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <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 (as printed on ballot paper / attendance slip / notice) 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</li> </ul>

	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.
<b>DOB#</b>	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.
<b>Dividend Bank Details#</b>	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <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 (iv).</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 <Sahyadri Industries 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 existing password, then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://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 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).

**Statement to be annexed to notice pursuant to section 102 of the Companies Act, 2013.**

#### Item No. 5

The Board on the recommendation of the Audit Committee, has approved the appointment and remuneration of Rs.35,000/- (Thirty Five Thousand Only) of the Cost Auditor M/s.Nimkar Mohani & Associates to conduct the audit of the cost records

maintained by the company in respect of production of cement products & power generation of the Company for the Financial Year 2015-16.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor as recommended by the Audit Committee and approved by the Board of Directors, has to be ratified by the members of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 5 of the Notice for consent to the remuneration payable to the Cost Auditor for the financial year ending March 31, 2016.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the members.

#### Item No 6 to 9:

Mr. D.B.Kasad is an independent director of the Company. He joined the Board in January 1999. Mr. D.B.Kasad is also the Chairman of the Audit Committee, and Stakeholder Relationship Committee. He is also the member of Nomination and Remuneration Committee.

Mr. S.Y.Mestry is an independent director of the Company. He joined the Board in May 2009. He is the member of Stakeholder Relationship Committee.

Mr. J.G.Awate is an independent director of the Company. He joined the Board in January 2006. He is the member of Audit Committee and Nomination and Remuneration Committee.

Mr. S.U. Joshi is an independent director of the Company. He joined the Board in June 2005. Mr.S.U.Joshi is also the Chairman of the Nomination and Remuneration Committee. He is also member of Stakeholder Relationship Committee, Audit Committee, Risk Management Committee and Corporate Social Responsibility Committee.

In accordance with recommendations of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on 09th May 2015 decided to re-appoint the said four independent directors for further period of two years. The Independent Directors have already



served period of one year. The Independent Director may be re-appointed for a second term only by passing special resolution. The Company does not have any upper age limit for retirement of Independent Directors from the Board and their appointment and tenure will be governed by the provisions of Companies Act, 2013.

In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, the present independent directors namely Mr. D.B.Kasad, Mr.S.Y.Mestry, Mr.J.G.Awate and Mr.S.U.Joshi, being eligible, offer themselves for appointment as such on the Board of the Company. It is therefore proposed to appoint Mr. D.B.Kasad, Mr.S.Y.Mestry, Mr.J.G.Awate and Mr.S.U.Joshi as Independent Directors on the Board of the Company for a term of two consecutive years, commencing on 08th August 2015.

The Company has received declarations from all the above Independent Directors stating that they meet with the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013.

Notices have been received from Members proposing candidature of the above Directors for the office of Independent Director of the Company. In the opinion of the Board, Mr.D.B.Kasad, Mr.S.Y.Mestry, Mr. J.G.Awate and Mr.S.U.Joshi fulfill the conditions specified in the Companies Act, 2013 and the Rules made thereunder for appointment as Independent Directors of the Company. Copy of the draft Letters of Appointment for each of the Independent Directors, setting out terms and conditions of their appointment, are available for inspection at the Registered Office of the Company during business hours on any working day till the date of the meeting and is also available on the website of the Company and at this meeting.

None of the Directors or Key Managerial Personnel of the Company or their relatives, other than Independent Directors themselves for their respective appointment, are concerned or interested, financially or otherwise, in these Resolutions. The Board recommends the Special Resolutions as set out at item no.6 to 9 for approval of the Member.

2nd July 2015

Regd. Office: 39/D, Swastik House,

J. N. Road, Gultekdi, Pune 411037

W: [www.silworld.in](http://www.silworld.in) E: [info@silworld.in](mailto:info@silworld.in)

T: +20 2644 4625/26/27 F: +20 2644 4624/2645/8888

CIN No: L26956PN1994PLC078941

#### On Behalf of the Board of Directors

**Jayesh Patel**

Chairman  
(DIN: 00131517)

**Satyen Patel**

Managing Director  
(DIN: 00131344)



**Details of Directors seeking appointment or reappointment in the Annual General Meeting fixed on 07th August 2015. (In pursuance to clause 49 of the Listing Agreement)**

Name of the Director	Mr.J.P.Patel	Mr.D.B.Kasad	Mr.S.Y.Mestry	Mr. J.G.Awate	Mr. S.U.Joshi
Date of Birth	09.01.1969	04.04.1943	25.08.1942	09.10.1943	01.11.1944
Date of Appointment	15.01.1999	15.01.1999	29.05.2009	30.01.2006	10.06.2005
Expertise in specific function areas	Overall Management	Overall Management	General Management	Agriculture	Accounting, Taxation and Finance
List of outside Directorships held in other companies	Poonam Roofing Products Pvt. Ltd Sahyadri Enerco Private Limited.	Nil	Saki Auto Products Pvt. Ltd. Roto Flex Machine Pvt. Ltd. Fore-Tech Engineering Pvt. Ltd.	Nil	Nil
Chairman/Member of the Committees of the Board of the Company	Member of Corporate Social Responsibility Committee and Risk Management Committee	Chairman of Audit Committee and Stakeholder Relationship Committee Member of Nomination and Remuneration Committee.	Member of Stakeholder Relationship Committee.	Member of Audit Committee and Nomination and Remuneration Committee.	Chairman of Nomination and Remuneration Committee. Member of Audit Committee, Stakeholder Relationship Committee, Risk Management Committee and Corporate Social Responsibility Committee.
Chairman/Member of the Committees of the Board of other Companies	Nil	Nil	Nil	Nil	Nil
Shareholding	579350	Nil	Nil	Nil	865

2nd July 2015

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**On Behalf of the Board of Directors**

**Jayesh Patel**  
Chairman  
(DIN: 00131517)

**Satyen Patel**  
Managing Director  
(DIN: 00131344)

## Directors' Report

To  
The Members,

Yours Directors have pleasure in presenting their Twenty-First Annual Report together with the audited statement of accounts for the Financial year ended March 31, 2015.

### **1. RESULTS OF OPERATIONS**

(Rs. In Lakhs)

Particulars	March 31, 2015	March 31, 2014
Sales & Other Income	43,875.78	37,378.97
Profit Before Tax	1092.53	(863.88)
Provision for Tax	380.92	(262.07)
Profit after Tax	711.61	(601.81)
Balance of Profit brought forward from previous Year	8152.28	8810.03
Profit Available for Appropriation	8863.89	8208.22
Dividend (Including Dividend Distribution Tax)	172.62	55.93
Profit Carried to Balance-Sheet	8522.08	8152.28

### **2. BUSINESS PERFORMANCE/STATE OF COMPANY AFFAIRS**

The sales and other income for the year ended 31st March 2015 were Rs. 43,875.78 lacs as against Rs.37,378.97 lacs in the previous year. The operating profit amounted to Rs.1092.53 lacs as against Loss of Rs. 863.88 lacs in the previous year. The net profit after tax was Rs. 711.61 lacs as against loss of Rs. 601.81 lacs in the previous year. Your company product has been well received in the overseas market and the export turnover has substantially increased to Rs.5402.03 lacs as compared to Rs. 2143.85 lacs in previous year.

### **3. MATERIAL CHANGES AND COMMITMENTS:**

#### **New Production Unit near Vijaywada:**

There were no material changes and commitments affecting the financial position of the Company which occurred between the end of the financial year to which this financial statements relate and the date of this Report except the Company has set up new plant near Vijayawada, Andhra Pradesh for manufacture of cement sheets and other related products which went commercial in May 2015. The plant capacity is 1,80,000 MT per annum.

### **4. DIVIDEND**

The Board of Director is pleased to recommend dividend of 15 %(Rs.1.5 per share of Rs. 10 each) for

the year ended March 31, 2015. The total outgo on account of dividend, if approved by the shareholders will be Rs.172.62 lacs (including dividend distribution tax).

The Register of Members and Share Transfer Books will remain closed from 31st July 2015 to 07th August 2015 ( both days inclusive).The Company's Annual General Meeting has been scheduled on 07th August 2015.

### **5. RESERVES**

The Board of Directors does not propose to transfer any amount to the reserves.

### **6. DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Mr. J.P.Patel, Directors retire by rotation at the forthcoming Annual General Meeting and being eligible, offer himself for reappointment.

During the year under review, Mr.D.B.Kasad, Mr.J.G.Awate, Mr.S.Y.Mestry, Mr.S.U.Joshi and Mr.S.U.Koshti were appointed as Independent Director on 08th August 2014 and their appointment, then being one year, would end on 07th August 2015.In the meanwhile, Mr. S.U.Koshti resigned as Director w.e.f. 09th February 2015.The Directors place on record their appreciation of the contribution made by Mr.S.U.Koshti to the progress of the company during his tenure as its Director.





At the Board of Directors meeting held on 09th May 2015, the board on the recommendation of Nomination and Remuneration Committee decided to propose to the members reappointment of Mr. D.B.Kasad, Mr. J.G.Awate, Mr. S.Y.Mestry and Mr.S.U.Joshi as Independent Directors for a period of two years from 08th August 2015 to 07th August 2017.

At the Extra-Ordinary General Meeting held on 28th March 2015 Ms. S.J.Kotasthane was appointed as Independent director w.e.f. 28.03.2015 to hold the office till the conclusion of 22nd Annual General Meeting to be held in the calendar year 2016.

All Independent Directors have given declarations 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.

The Key Managerial Personnel nominated / appointed by the Board of Directors at its meeting held on 10th May 2014 are Mr. J.P.Patel, Executive Chairman, Mr.S.V.Patel, Managing Director, Mr.V.L.Patel, Whole Time Director, Mr.P.L.Patel, Whole Time Director, Mr.M.K.Sharma, Chief Financial Officer and Mr.Jaiwant Rege, Company Secretary.

## **7. BOARD EVALUATION**

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board of Directors has carried out an annual performance evaluation of its own performance and that of the Directors and Committees.

The Nomination and Remuneration Committee of the Company recommended Evaluation Policy which was adopted by the Board of Directors. The policy provides for evaluation of the Board, the Committees of the Board and individual Directors, including the Chairman of the Board. The Policy provides that evaluation of the performance of the Board as a whole, Board Committees and Directors shall be carried out on an annual basis.

During the year, the first Evaluation cycle was completed by the Company internally which included the Evaluation of the Board as a whole, Board Committees and Directors. The exercise was led by the Chairman of Nomination and

Remuneration Committee along with an Independent Director. The Evaluation process focused on various aspects of the Board and Committees functioning such as composition of the Board and Committees, experience, performance of duties and governance issues etc. Separate exercise was carried out to evaluate the performance of individual Directors on parameters such as attendance, contribution, independent judgement and guidance and support provided to the management.

The results of the Evaluation were shared with the Board, Chairman of respective Committees and individual Directors.

## **8. NOMINATION AND REMUNERATION POLICY**

The Board of Directors on the recommendation of the Nomination & Remuneration Committee has framed a Policy for Directors, Key Managerial Personnel and other Senior Managerial Personnel of the Company, in accordance with the requirements of the provisions of Section 178 of the Companies Act, 2013 and Listing Agreement. The Nomination and Remuneration Policy is stated in the Corporate Governance Report. The same has also been uploaded on the website of the company under the weblink viz, <http://www.silworld.in/index.php/about-us/investors-room/policy>.

## **9. NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS AND ITS COMMITTEES**

During the year four Board Meetings, four Audit Committee Meetings, two Nomination and Remuneration Committee Meeting, two Corporate Social Responsibility Committee Meeting, One Risk Management Committee Meeting and One Stakeholder Relationship Committee Meeting were convened and 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.

## **10. DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to the requirement clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, your Directors confirm that:

(a) in the preparation of the annual accounts, the applicable accounting standards had been

followed along with proper explanation relating to material departures;

- (b) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- (c) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) they have prepared the annual accounts on a going concern basis;
- (e) they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively, and
- (f) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### **11. RELATED PARTY TRANSACTIONS**

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. Further there are no material related party transactions during the year under review with the Promoters, Directors or Key Managerial Personnel. All Related Party Transactions are placed before the Audit Committee as also the Board of Directors for approval. The policy on Related Party Transactions as approved by the Board has been uploaded on the Company's website. The form AOC-2 is annexed herewith as Annexure 'A'.

### **12. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS**

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.

### **13. AUDITORS**

#### **a. Statutory Auditor's**

The Company's Auditors, M/s Parag Patwa and Associates, Chartered Accountants, Pune who retire at the ensuing Annual General Meeting of the Company are eligible for reappointment. They have confirmed their eligibility under Section 141 of the Companies Act, 2013 and the Rules framed thereunder for reappointment as Auditors of the Company.

#### **b. Cost Auditors**

Pursuant to Section 148 of the Companies Act, 2013 read with The Companies (Cost Records and Audit) Amendment Rules, 2014, the cost audit records maintained by the Company in respect of production of Cement Products & power generation are required to be audited.

The Board of Directors of the Company on the recommendation of Nomination and Remuneration Committee has appointed Messrs Nimkar Mohini & Associates to audit the cost accounts of the Company for the financial year 2015-16 on a remuneration of Rs.35,000/-plus Service Tax as applicable. As required under the Companies Act, 2013, the remuneration payable to the cost auditor is required to be placed before the Members in a general meeting for their ratification. Accordingly, a Resolution seeking Member's ratification for the remuneration payable to Messrs Nimkar Mohini and Associates., Cost Auditors is included at Item No. 5 of the Notice convening the Annual General Meeting.

#### **c. 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 Mr. P.L. Shettigar, Company Secretary in Practice to undertake the Secretarial Audit of the Company. The Secretarial Audit Report is included as "Annexure B" and forms an integral part of this Report.

### **14. AUDITORS AND SECRETARIAL AUDITORS REPORT**

Referring to clause f (3) of Independent Auditor's Report and Clause 7(d) of the annexure to the Independent Auditor's Report both dated 09.05.2015 as well as in Secretarial Audit Report



dated 09.05.2015 there was a nominal delay due to oversight of 17 days in transferring the amount of unpaid/unclaimed dividend to Investor Education and Protection Fund (IEPF) established by the Central Government.

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

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule, 8 of The Companies (Accounts) Rules, 2014, is annexed herewith as "Annexure C".

#### **16. EXTRACT OF ANNUAL RETURN**

The details forming part of the extract of the Annual Return in form MGT 9 as required under section 92 of the Companies Act, 2013 is included in this Report as Annexure D and forms an integral part of this Report.

#### **17. DEPOSITS**

The Company has not accepted any fixed deposits from public and, as such, no amount of principal or interest was outstanding as of the Balance Sheet date.

#### **18. RISK MANAGEMENT POLICY**

The Company has adopted the Risk Management Policy after identifying the following elements of risks which in the opinion of the Board may threaten the very existence of the Company itself. The Risk Management Policy has been uploaded on the website of company under the weblink <http://www.silworld.in/index.php/about-us/investors-room/policy>.

#### **19. CORPORATE SOCIAL RESPONSIBILITY (CSR)**

The Board on recommendation of CSR Committee had approved the CSR policy. The CSR Committee consists of Mr.S.V.Patel-Chairman, Mr.J.P.Patel-Member and Mr. S.U.Joshi-Member. The CSR policy is uploaded on Company's website under the <http://www.silworld.in/index.php/about-us/investors-room/policy>. The Report on CSR Activities as required under Companies(Corporate

Social Responsibility Policy) Rules, 2014 is set out as Annexure E forming part of this Report.

#### **20. STATEMENT PURSUANT TO SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(2) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

In terms of the provisions of Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the names and other particulars of the employees drawing remuneration in excess of the limits set out in the said Rules is provided in the Annual Report.

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is provided in the Annual Report as Annexure F which forms a part of this Report.

#### **21. FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS.**

The Board members are provided with necessary documents/brochures, reports and internal policies to enable them to familiarise with the Company's procedures and practices.

#### **22. INTERNAL FINANCIAL CONTROLS**

The Company has put in place an adequate system of internal financial controls with respect to the financial statement and commensurate with its size and nature of business which helps in ensuring the orderly and efficient conduct of business. No reportable material weakness in the operation was observed.

#### **23. VIGIL MECHANISM/WHISTLE BLOWER POLICY**

The Company has formulated and published a Whistle Blower Policy to provide Vigil Mechanism for employees including directors of the Company to report genuine concerns. The provisions of this policy are in line with the provisions of the Section 177(9) of the Act and Clause 49 of the Listing Agreement. The Whistle Blower Policy is uploaded on the website of the Company under the weblink <http://www.silworld.in/index.php/about-us/investors-room/whistle-blower-policy>.



**24. AUDIT COMMITTEE**

The composition of the Audit Committee is provided in Corporate Governance Report and forms a part of this Annual Report. There has been no instances of non acceptance of any recommendations of the Audit Committee by the Board during the financial year under review.

**25. LOANS, GUARANTEES OR INVESTMENTS**

The Company has not given any loan to or provided any guarantee or security in favour of other parties. The Company has also not made any investment of its fund with any other party.

**26. AWARD**

On 06th February 2015 the Company was awarded the India CSR Community Initiative Award for its novel, innovative and green 'Cemply Swachalay' toilet block at the Indian Sanitation Summit held in Delhi.

**27. ACKNOWLEDGMENT**

We thank our customers, vendors, investors and bankers for their continued support during the year. We are grateful to the various state governments & local authorities for their continued co operation. We place on record our appreciation of the contribution made by our employees at all levels. Our consistent growth was made possible by their hard work, solidarity, cooperation and support.

On Behalf of the Board of Directors of  
**SAHYADRI INDUSTRIES LIMITED**

**Jayesh Patel**  
Chairman  
(DIN: 00131517)

**Satyen Patel**  
Managing Director  
(DIN: 00131344)

Pune, May 9, 2015

**ANNEXURE A****Form No. AOC-2**

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

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

**1. Details of contracts or arrangements or transactions not at arm's length basis:** The Company has not entered into any contract or arrangement or transaction with its related parties which is not at arm's length during financial year 2014-15.

**2. Details of material contracts or arrangement or transactions at arm's length basis:** The Company has not entered into material contract or arrangement or transaction with its related parties during financial year 2014-15.

On behalf of the Board of Directors of  
**SAHYADRI INDUSTRIES LIMITED**

**Jayesh Patel**  
Chairman  
(DIN: 00131517)

**Satyen Patel**  
Managing Director  
(DIN: 00131344)

Pune, May 9, 2015

## ANNEXURE B

**SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2015

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

To:  
The Members,  
SAHYADRI INDUSTRIES LIMITED,  
Swastik House,  
39/D, Gultekdi, J.N. Road,  
Pune-411037

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Sahyadri Industries Limited (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conduct and 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 the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

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

(1) The Companies Act, 2013 (the Act) and the rules made thereunder, excepting that there was a delay of 17 days in transferring to Investor Education And Protection Fund established by the Central Government unpaid dividend amount of Rs.121,699/- relating to the financial year ended 31st March, 2007 which was required to be transferred to the said Fund latest by 30th November, 2014, under the provisions of sub-section (5) of Section 205A of the Companies

Act, 1956, read with the Rules made thereunder;

- (2) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (3) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (4) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (5) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (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 (Registrars to Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (6) Factories Act, 1948.
- (7) Laws prescribed for environment protection.
- (8) Industries (Development and Regulation) Act, 1951
- (9) Indian Boilers Act, 1923
- (10) Labour laws and other laws related to labour and employees appointed/engaged/deployed through contractors by the Company, including contract labours as related to wages, bonus, provident fund, gratuity, ESIC, compensation, maternity benefits and public holidays.
- (11) Trade Marks Act, 1999
- (12) Patents Act, 1970





I have also examined compliance with the applicable clauses of the Listing Agreements entered into by the Company with Bombay Stock Exchange.

Subject to paragraph three above, during the period under review the Company has complied with the provisions of the Acts, Rules, Regulations, Guidelines mentioned above.

I further report that the compliances by the Company of applicable financial laws like direct and indirect tax laws, have not been reviewed in this Audit since the same are subject to review by statutory financial audit.

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 for meaningful participation at the meeting.

As per the Minutes of the meetings recorded and signed by the Chairman, the decisions of the Board were unanimous and no dissenting views of the Directors have been noticed in 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 laws, rules, regulations and guidelines.

I further report that during the audit period there were no instances of:

- (i) Public/Right/Preferential issue of shares / debentures/sweat equity, etc.
- (ii) Redemption / buy-back of securities
- (iii) Merger / amalgamation / reconstruction, etc.
- (iv) Foreign technical collaborations

P. L. SHETTIGAR  
Company Secretary  
FCS 3816/C.P.NO.2917

Place :Pune  
Date: 9th May 2015

**ANNEXURE C****Conservation Of Energy, Technology Absorption, Foreign Exchange Earnings And Outgo**

**(a) Conservation of energy: Not Applicable.**

**(b) Technology absorption**

**(i) The efforts made towards technology absorption**

No technology has been imported. The in house technology is continuously upgraded to improve overall performance of the Company.

**(ii) The benefits derived like product improvement, cost reduction, product development or import substitution**

In respect of Building Material, we have explored the possibilities to increase in productivity and reduction in cost.

**(iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)**

No technology has been imported during previous three financial year.

**(iv) the expenditure incurred on Research and Development**

No expenditure exclusively on R&D has been incurred during the year.

**C) Foreign exchange earnings and outgo**

**Earning in Foreign Currency:** Rs. 5024.90 lacs

**Foreign Currency Outgo:** Rs.13185.27 lacs

On behalf of the Board of Directors of  
**SAHYADRI INDUSTRIES LIMITED**

**Jayesh Patel**  
Chairman  
(DIN: 00131517)

**Satyen Patel**  
Managing Director  
(DIN: 00131344)

Pune, May 9, 2015



## ANNEXURE D

## FORM NO. MGT-9

## EXTRACT OF ANNUAL RETURN

As on financial year ended 31.03.2015

[Pursuant to Section 92(3) of the Companies act, 2013 read with

[The Companies (Management and Administration) Rules, 2014]

## A. REGISTRATION AND OTHER DETAILS:

CIN:-	L26956PN1994PLC078941
Registration Date:	13/06/1994
Name of the Company:	Sahyadri Industries Limited
Category / Sub-Category of the Company	Company Limited by Shares
Address of the Registered office and contact details:	39/D, SWASTIK HOUSE, GULTEKDI, J.N.MARG, PUNE-411037. T: +91 20 2644 4625/26/27 F:+91 20 2644 4624, 2645 8888 E-mail: cs@silworld.in, Website: www.silworld.in
Whether listed company	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any	M/S Sharex Dynamic (India) Pvt. Ltd. Unit No. 1, Luthra Industrial Premises, Safed Pool, Andheri (E), Mumbai - 400 072 Phone No (022) – 28515606/44 Fax No (022) 28512885 www.sharexindia.com

## B. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

All the business activities contributing 10% or more of total turnover of the company as stated below.

Sr. No.	Name and Description of main products / services	NIC Code of the Product/ service% to total turnover of the company	% to total turnover of the company
a.	Fibre Cement Sheets	26959	96

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

Sr. No.	Name and address of the company	CIN/GLN	Holding / Subsidiary / Associate	% of shares held
a.		NOT APPLICABLE		
b.				
c.				
d.				



**D. SHARE HOLDING PATTERN****i) Category-wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year 01/04/2014				No. of Shares held at the end of the year 31/03/2015				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. PROMOTER'S</b>									
<b>(1) INDIAN</b>									
(a) Individual	6292083	0	6292083	65.806	6319089	0	6319089	66.089	0.283
(b) Central Govt.	0	0	0	0	0	0	0	0	0
(c) State Govt(s).	0	0	0	0	0	0	0	0	0
(d) Bodies Corporate	33602	0	33602	0.351	33602	0	33602	0.351	0
(e) Financial Institutions/ Banks	0	0	0	0	0	0	0	0	0
(f) Any Other									
<b>Sub-total (A) (1):-</b>	<b>6325685</b>	<b>0</b>	<b>6325685</b>	<b>66.157</b>	<b>6352691</b>	<b>0</b>	<b>6352691</b>	<b>66.44</b>	<b>0.283</b>
<b>(2) FOREIGN</b>									
(a) Individual (NRI) / Foreign Individual	0	0	0	0	0	0	0	0	0
(b) Other Individual									
(c) Bodies Corporates	0	0	0	0	0	0	0	0	0
(d) Banks / FII	0	0	0	0	0	0	0	0	0
(e) Qualified Foreign Investor	0	0	0	0	0	0	0	0	0
(f) Any Other Specify	0	0	0	0	0	0	0	0	0
<b>Sub-total (A) (2):-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Total shareholding of Promoter</b>									
<b>(A) = (A)(1)+(A)(2)</b>	<b>6325685</b>	<b>0</b>	<b>6325685</b>	<b>66.157</b>	<b>6352691</b>	<b>0</b>	<b>6352691</b>	<b>66.440</b>	<b>-0.283</b>
<b>(B) (1) PUBLIC SHAREHOLDING</b>									
<b>(1) INSTITUTIONS</b>									
(a) Mutual Funds	0	0	0	0	0	0	0	0	0
(b) Banks / Financial Institutions	1200	0	1200	0.013	1200	0	1200	0.013	0
(c) Central Govt.									
(d) State Govt.	0	0	0	0	0	0	0	0	0
(e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
(f) Insurance Companies	0	0	0	0	0	0	0	0	0
(g) FIIs	0	0	0	0	0	0	0	0	0
(h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
(i) Others (specify)	0	0	0	0	0	0	0	0	0
<b>Sub-total (B)(1):-</b>	<b>1200</b>	<b>0</b>	<b>1200</b>	<b>0.013</b>	<b>1200</b>	<b>0</b>	<b>1200</b>	<b>0.013</b>	<b>0</b>



Category of Shareholders	No. of Shares held at the beginning of the year 01/04/2014				No. of Shares held at the end of the year 31/03/2015				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>2. Non-Institutions</b>									
(a) Bodies Corporate									
(i) Indian	1109956	6600	1116556	11.678	1009544	6600	1016144	10.627	-1.051
(ii) Overseas									
(b) Individuals									
(i) Individual shareholders holding nominal share capital upto Rs.1 lakh	1269220	142508	1411728	14.765	1377833	140808	1518641	15.883	1.118
(ii) Individual shareholders holding nominal share capital in excess of Rs.1 lakh	679363	0	679363	7.105	610368	0	610368	6.384	-0.721
(c) Other (specify)									
Non Resident Indians	9189	0	9189	0.096	26810	0	26810	0.28	0.184
Overseas Corporate Bodies	0	0	0	0	0	0	0	0	0
Foreign Nationals	0	0	0	0	0	0	0	0	0
Clearing Members	17779	0	17779	0.186	35646	0	35646	0.373	0.187
Trusts	0	0	0	0	0	0	0	0	0
Foreign Boodies - D R	0	0	0	0	0	0	0	0	0
<b>Sub-total (B)(2):-</b>	<b>3085507</b>	<b>149108</b>	<b>3234615</b>	<b>33.83</b>	<b>3060201</b>	<b>147408</b>	<b>3207609</b>	<b>33.547</b>	<b>-0.283</b>
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	<b>3086707</b>	<b>149108</b>	<b>3235815</b>	<b>33.843</b>	<b>3061401</b>	<b>147408</b>	<b>3208809</b>	<b>33.560</b>	<b>0.283</b>
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0.00
<b>Grand Total (A+B+C)</b>	<b>9412392</b>	<b>149108</b>	<b>9561500</b>	<b>100.00</b>	<b>9414092</b>	<b>147408</b>	<b>9561500</b>	<b>100.00</b>	<b>0.00</b>



## (ii) Shareholding of Promoters

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year 01/04/2014			Share holding at the end of the Year 31/03/2015			% of total Shares of the company
		No. of Shares	% of total Shares of the company	Date	Increasing / Decreasing in share-holding	Reason	No. of Shares	
1)	POONAM ROOFING PRODUCTS PVT. LTD.	33602	0.351	01-04-2014	0	Transfer	0	0
	-Closing Balance	33602	0.351	31-03-2015	0	Transfer	33602	0.351
2)	PATEL VALLABHBHAI LALJIBHAI (HUF)	74300	0.777	01-04-2014	0	Transfer	0	0
	-Closing Balance	74300	0.777	31-03-2015	0	Transfer	74300	0.777
3)	PATEL PURUSHOTTAM LALJIBHAI (HUF)	291300	3.047	01-04-2014	0	Transfer	0	0
	-Closing Balance	291300	3.047	31-03-2015	0	Transfer	291300	3.047
4)	JIGNESH PATEL	133300	1.394	01-04-2014	0	Transfer	0	0
	-Closing Balance	133300	1.394	31-03-2015	0	Transfer	133300	1.394
5)	PATEL CHETAN PURUSHOTTAM	574323	6.007	01-04-2014	0	Transfer	0	0
	-Closing Balance	574323	6.007	31-03-2015	0	Transfer	574323	6.007
6)	PURUSHOTTAMBHAI LALJIBHAI PATEL	283996	2.97	01-04-2014	0	Transfer	0	0
	-Closing Balance	283996	2.97	31-03-2015	0	Transfer	283996	2.97
7)	PATEL JAYESH PURUSHOTTAM	579350	6.059	01-04-2014	0	Transfer	0	0
	-Closing Balance	579350	6.059	31-03-2015	0	Transfer	579350	6.059
8)	PATEL HITENDRA MANUBHAI	2900	0.03	01-04-2014	0	Transfer	0	0
	-Closing Balance	2900	0.03	31-03-2015	0	Transfer	2900	0.03
9)	PATEL PARVATI VALLABHBHAI	419803	4.391	01-04-2014	0	Transfer	0	0
	-Closing Balance	419803	4.391	31-03-2015	0	Transfer	419803	4.391
10)	PATEL BHARATIBEN PURUSHOTTAM	348125	3.641	01-04-2014	0	Transfer	0	0
	-Closing Balance	348125	3.641	31-03-2015	0	Transfer	348125	3.641
11)	PATEL PURNA CHETAN	520000	5.438	01-04-2014	0	Transfer	0	0
	-Closing Balance	520000	5.438	31-03-2015	0	Transfer	520000	5.438
12)	PATEL HARSHA JAYESH	515400	5.39	01-04-2014	0	Transfer	0	0
	-Closing Balance	515400	5.39	31-03-2015	0	Transfer	515400	5.392
13)	SHILPA J PATEL	564150	5.9	01-04-2014	0	Transfer	0	0
	-Closing Balance	564150	5.9	31-03-2015	0	Transfer	564150	5.90
14)	GEETA S PATEL	475000	4.968	01-04-2014	0	Transfer	0	0
	-Closing Balance	475000	4.968	31-03-2015	0	Transfer	475000	4.968
15)	TRILOCHANA VIPUL PATEL	578250	6.048	01-04-2014	0	Transfer	0	0
	-Closing Balance	578250	6.048	31-03-2015	0	Transfer	578250	6.048
16)	RASHMI GUNVANT PATEL	9687	0.101	01-04-2014	0	Transfer	0	0
	-Closing Balance	9687	0.101	31-03-2015	0	Transfer	9687	0.101
17)	PATEL KALPANA HITENDRA	13500	0.141	01-04-2014	0	Transfer	0	0
	-Closing Balance	13500	0.141	31-03-2015	0	Transfer	13500	0.141





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

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year 01/04/2014			Share holding at the end of the Year 31/03/2015			% of total Shares of the company
		No. of Shares	% of total Shares of the company	Date	Increasing / Decreasing in share-holding	Reason	No. of Shares	
1	SATYEN PATEL	280226	2.931	01-04-2014				
		0	0	30-05-2014	1000	Transfer	281226	2.941
		0	0	13-02-2015	5000	Transfer	286226	2.994
		0	0	13-03-2015	8100	Transfer	294326	3.078
				31-03-2015			294326	3.078
	-Closing Balance							
2	VIPUL VALLABH PATEL	140038	1.465	01-04-2014				
				31-03-2015	970	Transfer	141008	1.475
3	VALLABBHAI LALJIBHAI PATEL	488435	5.108	01-04-2014				
		0	0	16-05-2014	2949	Transfer	491384	5.139
		0	0	23-05-2014	6087	Transfer	497471	5.203
		0	0	06-06-2014	2900	Transfer	500371	5.233
				31-03-2015			500371	5.233
	-Closing Balance							

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

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year 01/04/2014			Share holding at the end of the Year 31/03/2015			% of total Shares of the company
		No. of Shares	% of total Shares of the company	Date	Increasing / Decreasing in share-holding	Reason	No. of Shares	
1	JNJ HOLDINGS PVT. LTD	220000	2.301	01-04-2014	0	Transfer	0	0
		0	0	07-11-2014	-6000	Transfer	214000	2.238
		0	0	14-11-2014	-35652	Transfer	178348	1.865
		0	0	21-11-2014	-20578	Transfer	157770	1.650
		0	0	28-11-2014	-3292	Transfer	154478	1.616
		0	0	19-12-2014	-1601	Transfer	152877	1.599
		0	0	31-12-2014	-6500	Transfer	146377	1.531
		0	0	02-01-2015	-1586	Transfer	144791	1.514
		0	0	09-01-2015	-13000	Transfer	131791	1.378
		0	0	16-01-2015	-900	Transfer	130891	1.369
		0	0	23-01-2015	-8729	Transfer	122162	1.278
		0	0	30-01-2015	-10727	Transfer	111435	1.165
		0	0	27-02-2015	-1674	Transfer	109761	1.148
		0	0	13-03-2015	-7961	Transfer	101800	1.065
		0	0	27-03-2015	-1987	Transfer	99813	1.044
				31-03-2015	187	Transfer	100000	1.046
	-Closing Balance	100000	1.046					



Sr. No.	Shareholder's Name	Shareholding at the beginning of the year 01/04/2014			Share holding at the end of the Year 31/03/2015			% of total Shares of the company
		No. of Shares	% of total Shares of the company	Date	Increasing / Decreasing in share-holding	Reason	No. of Shares	
2	UAL INDUSTRIES LTD.	33000	0.345	01-04-2014	0	Transfer	0	0
	-Closing Balance	33000	0.345	31-03-2015	0	Transfer	33000	0.345
3	HARIMUDRA SECURITIES PVT. LTD.	533682	5.582	01-04-2014	0	Transfer	0	0
		0	0	06-06-2014	1000	Transfer	534682	5.592
		0	0	13-06-2014	1196	Transfer	535878	5.605
		0	0	20-06-2014	4005	Transfer	539883	5.646
		0	0	15-08-2014	-6201	Transfer	533682	5.582
		0	0	30-01-2015	3000	Transfer	536682	5.613
		0	0	06-02-2015	11456	Transfer	548138	5.733
		0	0	13-02-2015	7494	Transfer	555632	5.811
		0	0	20-02-2015	4747	Transfer	560379	5.861
		0	0	27-02-2015	2337	Transfer	562716	5.885
		-Closing Balance	562716	5.885	31-03-2015	0	Transfer	562716
4	JAYESH N DADIA	30000	0.314	01-04-2014	0	Transfer	0	0
		0	0	20-03-2015	-1519	Transfer	28481	0.298
	-Closing Balance	28481	0.298	31-03-2015	0	Transfer	28481	0.298
5	AJAYKUMAR BHASKAR PATIL	28600	0.299	01-04-2014	0	Transfer	0	0
		0	0	04-07-2014	3400	Transfer	32000	0.335
		0	0	30-09-2014	6000	Transfer	38000	0.397
	-Closing Balance	38000	0.397	31-03-2015	0	Transfer	38000	0.397
6	MENTOR CAPITAL LIMITED	32871	0.344	01-04-2014	0	Transfer	0	0
		0	0	07-11-2014	-2871	Transfer	30000	0.314
		0	0	16-01-2015	-1500	Transfer	28500	0.298
	-Closing Balance	28500	0.298	31-03-2015	0	Transfer	28500	0.298
7	DR RAMESH CHIMANLAL SHAH	51542	0.539	01-04-2014	0	Transfer	0	0
		0	0	12-12-2014	-1542	Transfer	50000	0.523
		0	0	06-02-2015	-5000	Transfer	45000	0.471
	-Closing Balance	45000	0.471	31-03-2015	0	Transfer	45000	0.471
8	MAHESH KUMAR SINGHI	109023	1.14	01-04-2014	0	Transfer	0	0
	-Closing Balance	109023	1.14	31-03-2015	0	Transfer	109023	1.14
9	NITESH M SHAH	25961	0.272	01-04-2014	0	Transfer	0	0
		0	0	22-08-2014	5950	Transfer	31911	0.334
		0	0	20-02-2015	-250	Transfer	31661	0.331
	-Closing Balance	31661	0.331	31-03-2015	0	Transfer	31661	0.331
10	SONAL N DADIA	32900	0.344	01-04-2014	0	Transfer	0	0
	-Closing Balance	32900	0.344	31-03-2015	0	Transfer	32900	0.344



## (v) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year 01/04/2014		Share holding at the end of the Year 31/03/2015	
		No. of shares	% of total Shares of the company	No. of shares	% of total Shares of the company
1	Satyen Patel (Managing Director and KMP)	280226	2.931	280226	2.931
	Purchase on 30.05.2014	1000	0.010	281226	2.941
	Purchase on 13.02.2015	5000	0.052	286226	2.994
	Purchase on 13.03.2015	8100	0.085	294326	3.078
		294326	3.078		
2	Vallabhbhai Patel (Whole Time Director and KMP)				
	At the beginning of the year	488435	5.108	488435	5.108
	Purchase on 16.05.2014	2949	0.031	491384	5.139
	Purchase on 23.05.2014	6087	0.064	497471	5.203
	Purchase on 06.06.2014	2900	0.030	500371	5.233
	At the end of the year	500371	5.233		
3	Jayesh Patel (Executive Chairman and KMP)	579350	6.059	579350	6.059
4	Purushottam Laljibhai Patel (Whole Time Director and KMP)	283996	2.970	283996	2.970
		283996	2.970	283996	2.970
	Suresh Joshi (Independent Director)				
	At the beginning of the year	1865	0.020	1865	0.020
	Sell on 23.05.2014	1000	0.010	865	0.009
	Dinyar Kasad (Independent Director)	0	0.000	0	0.000
	Jaykumar Awate (Independent Director)	0	0.000	0	0.000
	Sarita Kotasthane (Independent Director)	0	0.000	0	0.000
	Suresh Mestry (Independent Director)	0	0.000	0	0.000
	Suresh Koshti (Upto 09.02.2015) (Independent Director)	0	0.000	0	0.000
	Mahendra Kumar Sharma - Chief Financial Officer (KMP)	0	0.000	0	0.000
	Jaiwant Rege - Company Secretary (KMP)	0	0.000	0	0.000

**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	14739.03	1412.65		16151.68
ii) Interest due but not paid				
iii) Interest accrued but not due	57.98			57.98
<b>Total (i+ii+iii)</b>	<b>14797.38</b>	<b>1453.75</b>		<b>16209.66</b>
Change in Indebtedness during the financial year				
Additions	1726.04	454.00		2180.04
Reduction				
Net Change				
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	16467.61	1866.65		18334.26
ii) Interest due but not paid				
iii) Interest accrued but not due	55.81			55.81
<b>Total (i+ii+iii)</b>	<b>16523.42</b>	<b>1866.65</b>		<b>18390.07</b>

**VI. A. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Particulars of Remuneration	Name of the MD/WTD/Manager				Total Amount (₹ in lacs)
	Mr. S. V. Patel, Managing Director (KMP)	Mr. J. P. Patel, Executive Chairman(KMP)	Mr. V. L. Patel, Whole Time Director(KMP)	Mr. P. L. Patel, Whole Time Director	
Gross Salary					
(a) Salary as per provisions contained in section 17(1) of the Income Tax. 1961.	76.20	76.47	59.49	59.24	271.40
(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	0.40	0.40	0.40	0.40	1.60
(c ) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-	-	-
Stock option	-	-	-	-	-
Sweat Equity	-	-	-	-	-
Commission	-	-	-	-	-
as % of profit	-	-	-	-	-
others (specify)	-	-	-	-	-
Others, please specify	-	-	-	-	-
<b>Total (A)</b>	<b>76.60</b>	<b>76.87</b>	<b>59.89</b>	<b>59.66</b>	<b>273.02</b>
Ceiling as per the Act	78.00	78.00	60.50	60.50	277.00

Within the limits approved by shareholder in the Extra Ordinary General Meeting held on 28.03.2015 as per Companies Act 2013.



**B. Remuneration to other directors:**

Particulars of Remuneration  Gross Salary	Name of the Directors					
	Mr.S.U. Joshi	Mr.D.B. Kasad	Mr.S.U. Koshti	Mr.S.Y. Mestry	Mr.J.A. Awate	Ms.S.J. Kotasthane
(a) Fee for attending board committee meetings	8000	8000	4000	8000	4000	4000
(b) Commission						
(c ) Others, please specify	8000	8000	4000	8000	4000	4000
Total (1)						
Other Non Executive Directors						
(a) Fee for attending board committee meetings						
(b) Commission						
(c ) Others, please specify.						
Total (2)	0	0	0	0	0	0
Total (B)=(1+2)						
Total Managerial Remuneration	8000	8000	4000	8000	4000	4000
Overall Ceiling as per the Act.						

The Company pays sitting fees to independent Directors in accordance with the provisions of the Companies Act 2013.

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

Particulars of Remuneration  Gross Salary	Key Managerial Personnel		
	Mr Mahendra Kumar Sharma - CFO	Mr Jaiwant Rege Company Secretary	Total
1. Gross salary			
(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	17.52	3.52	21.04
(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-
2. Stock Option	-	-	-
3. Sweat Equity	-	-	-
4. Commission			
- as % of profit	-	-	-
- others, specify...	-	-	-
Others, please specify	-	-	-
<b>Total</b>	<b>17.52</b>	<b>3.52</b>	<b>21.04</b>

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NOT APPLICABLE**

## ANNEXURE E

**REPORT ON CSR ACTIVITIES/ INITIATIVES**  
**[Pursuant to Section 135 of the Act & Rules**  
**made thereunder]**

**1. A brief outline of the company's CSR policy, including overview of the projects or programmes proposed to be undertaken and reference to the web-link to the CSR Policy and projects or programmes.**

The Company has its CSR Policy within broad scope laid down in Schedule VII to the Act. The policy is duly approved by the Board of Directors in its meeting held on 27th January 2015 and has been uploaded on Company Website. The Weblink is <http://www.silworld.in/index.php/about-us/investors-room/policy>.

The companies CSR initiative is known as Swastik Disha. The Company has constituted a team of executive to administer Swastik Disha. The CSR activities are executed by Swastik Disha Team.

**2. The composition of the CSR Committee:** The Company has formed Corporate Social Responsibility Committee as per the requirement of section 135 of the Companies Act, 2013. The Composition of the CSR Committee is as follows:

1. Mr.S.V.Patel-Managing Director as Chairman
2. Mr.J.P.Patel-Executive Chairman as Member
3. Mr.S.U.Joshi-Independent Director as Member

**3. Average Net Profit of the company for last 3 financial years** Rs. 769.00 lakhs

**4. Prescribed CSR expenditure (2% of amount):** Rs.15.38 lakhs

**5. Details of CSR activities/projects undertaken during the year:**

- a) total amount to be spent for the financial year Rs. 15.38 lakhs
- b) amount un-spent, if any Rs.4.23 lakhs
- c) manner in which the amount spent during financial year, is detailed below:

Sr. No.	CSR project/ activity identified	Sector in which the Project is covered	Projects/ Programmes  1.Local area/others- 2.specify the state /district (Name of the District/s, State/s where project/ programme was undertaken	Amount outlay (budget) project/ programme wise	Amount spent on the project/ programme  Sub-heads: 1.Direct expenditure on project/ programme, 2. Overheads:	Cumulative spend upto to the reporting period	Amount spent: Direct/ through implementing agency*
1.	Education Sector	Promoting education	Pune Mahvej, Gujarat	Rs.7.73 lakhs Rs.0.61 lakhs	Rs.7.73 lakhs Rs.0.61 lakhs	Rs.8.33 lakhs	Direct
2.	Sports	Promotion of Olympic Sports	Pune	Rs.3.00 lakhs	Rs.1.5 lakhs	Rs.1.5 lakhs	Direct
3.	Poverty Eradication	Measures for reducing inequality	Pune	Rs.0.73 lakhs	Rs.0.73 lakhs	Rs.0.73lakhs	Direct
4	Health care and sanitation	Preventive health care and sanitation	Warora, Maharashtra	Rs. 0.28 lakhs	Rs. 0.28 lakhs	Rs.0.28 lakhs	Direct
5	Protection of environment	Environment Sustainability	Perundarai, Tamil Nadu	Rs.0.3 lakhs	Rs.0.3 lakhs	Rs.0.3 lakhs	Direct



6. In case the company has failed to spend the 2% of the average net profit of the last 3 financial years or any part thereof, reasons for not spending the amount in its Board Report:

The Company selects the budding sport persons and students for skill development on the basis of some pre-defined eligibility criteria. However, as there were a few recommendations of individuals/ students from Lakshya Institute and/ or orphanages and they could not meet the Company's selection criteria, the Company could not spend the allocated amount.

7. A responsibility statement by the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company.

Pursuant to the provisions of section 135 of the Companies Act, 2013 read with Companies Rules (Corporate Social Policy) Rules, 2014, Mr. S.V.Patel Managing Director and , Chairman of CSR Committee, do confirm that the implementation and monitoring of CSR policy, is in compliance with the CSR objectives and policy of the Company.

**Jayesh Patel**  
Chairman  
(DIN: 00131517)

**Satyen Patel**  
Managing Director  
and Chairman of  
CSR Committee  
(DIN: 00131344)

Pune, May9, 2015

**ANNEXURE F****PARTICULARS OF REMUNERATION**

The information required under Section 197 of the Act and the Rules made there-under, in respect of employees of the Company, is follows:-

**(a) the ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year;**

Executive Directors	Ratio to Median Remuneration
Mr. S.V.Patel	59.88
Mr.J.P.Patel	59.88
Mr.V.L.Patel	43.78
Mr.P.L.Patel	43.78

**Non Executive Director**

Mr.S.U.Joshi	0.052
Mr.D.B.Kasad	0.052
Mr.S.Y.Mestry	0.052
Mr.J.G.Awate	0.026
Mr.S.U.Koshti (upto 9.2.2015)	0.026
Ms.S.J.Kotasthane (w.e.f. 27.1.2015)	0.026

**(b) the percentage increase in remuneration of each Working Director, Chief Executive Officer, Chief Financial Officer, Company Secretary or Manager (Collectively called Key Managerial Personnel) if any, in the financial year**

Name of the Person	% Increase in remuneration
Mr. S.V.Patel	265
Mr.J.P.Patel	266
Mr.V.L.Patel	185
Mr.P.L.Patel	184
Mr.M.K.Sharma-CFO	16.27
Mr.Jaiwant Rege-CS	Not Applicable as date of joining is 20.03.2014

Non executive directors are paid only sitting fees

**(c) the percentage increase in the median remuneration of employees in the financial year**  
7.08

**(d) the number of permanent employees on the rolls of company as on 31st March 2015.**  
642

**(e) the explanation on the relationship between average increase in remuneration and company performance**

The total revenue of the Company for the Financial Year 2014-15 is Rs. 43875.78 lacs as against Rs.37378.97 lacs for Financial Year 2013-14. The revenue growth during Financial Year 2014-15 over Financial Year 2013-14 was 15%. The net profit of the Company for the Financial Year 2014-15 is Rs.711.61 lacs as against loss of Rs. 601.81 lacs. The net profit growth was 218%. The average remuneration of the employees grew by 7.7% over the previous year. The remuneration of the Working Directors grew by 224 % over the previous year.

**(f) comparison of the remuneration of the Key Managerial Personnel against the performance of the company;**

Particulars	₹ (in Lakhs)
Remuneration of Key Managerial Personnel (KMP) during financial year 2014-15 (aggregated)	290.51
Total Revenue	43875.78
Remuneration (as % of revenue)	0.67
Profit before tax (PBT)	1092.53
Remuneration (as % of PBT)	27

**(g) variations in the market capitalisation of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer in case of listed companies, and in case of unlisted companies, the variations in the net worth of the Company as at the close of the current financial year and previous financial year**

- Variations in the market capitalisation of the Company : The market capitalisation as on March 31, 2015 was Rs.66.35 crore (Rs. 36.62 crore as on March 31, 2014)
- Price Earnings ratio of the Company was 10.22 as at March 31, 2015 (Previous year Not Applicable).



- c) Percent increase over/ decrease in the market quotations of the shares of the company as compared to the rate at which the company came out with the last public offer in the year: The Company was listed on BSE on 30.04.2007. The closing price of shares on BSE on date of listing was Rs.130.55. The closing price of shares as on 31.03.2015 was Rs. 69.40. There is decrease in share price by 47.30%.

- (h) **average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial**

**year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration**

The average increase in salaries of employees other than managerial personnel in 2014-15 was 7.7%. Percentage increase in the managerial remuneration for the year was 224%. As compared to previous year percentage increase look higher as remuneration during previous year was restricted to minimum remuneration because of loss suffered by the company.

- (i) **Comparison of each remuneration of the Key Managerial Personnel against the performance of the Company**

Particulars	Mr. S.V.Patel (Managing Director)	Mr.J.P.Patel Executive Chairman	Mr.P..L.Patel (Whole Time Director)	Mr.V.L.Patel (Whole Time Director)	Mr.M.K.Sharma (CFO)	Mr. Jaiwant Rege (Company Secretary)
Remuneration (Rs. In Lakhs)	76.60	76.86	59.89	59.64	17.52	3.52
Revenue (Rs. In Lakhs)	43875.78	43875.78	43875.78	43875.78	43875.78	43875.78
Remuneration (as % of revenue)	0.17	0.17	0.14	0.13	0.04	0.008
Profits before tax (PBT) (Rs. In Lakhs)	1092.53	1092.53	1092.53	1092.53	1092.53	1092.53
Remuneration (as % of PBT)	7.01	7.03	5.48	5.46	1.60	0.32

- (j) **the key parameters for any variable component of remuneration availed by the directors;**

None of the Working Directors was paid variable remuneration during the year.

- (k) **the ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year**

No employee was in receipt of remuneration in excess of the highest paid remuneration.

- (l) **affirmation that the remuneration is as per the remuneration policy of the Company**

It is hereby affirmed that the remuneration paid is as per the as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

On behalf of the Board of Directors of  
**SAHYADRI INDUSTRIES LIMITED**

**Jayesh Patel**  
Chairman  
(DIN: 00131517)

**Satyen Patel**  
Managing Director  
(DIN: 00131344)



Statement pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 forming part of the Directors' Report for the year ended March 31, 2015

(A) Personnel who are in receipt of remuneration aggregating not less than Rs. 60,00,000 per annum and employed throughout the financial year:

₹ (in Lakhs)

Name	Designation	Remuneration	Nature of Employment	Qualification	Experience	Date of Commencement of employment	Age	Previous Employment	% of Shares held in the company	Whether related to any director
Mr. J.P.Patel	Executive Chairman	76.86	Contractual	MBA	18	15.01.1999	46	Not Applicable	579350	Mr. J.P. Patel is related to Mr.P.L. Patel
Mr.S.V.Patel	Managing Director	76.60	Contractual	MBA	18	01.08.1998	38	Not Applicable	294326	Mr S.V. Patel is related to Mr. V.L. Patel

On behalf of the Board of Directors of  
**SAHYADRI INDUSTRIES LIMITED**

**Jayesh Patel**  
Chairman  
(DIN: 00131517)

**Satyen Patel**  
Managing Director  
(DIN: 00131344)

Pune, May 9, 2015



## Management Discussion & Analysis Report.

### Industry Structure and Development :

#### Segment : Building Material

The Company is mainly engaged in manufacturer of Fibre Cement Corrugated and Flat Sheets and Non-Fibre Cement Flat Sheets. The Company is also into manufacturing of Fibre Cement Roofing Sheets under the Brand Swastik, Mezzanine application sheets under the Brand Cemply, Cellulose Fibre Cement Boards under the Brand ECOPRO, and Cemply Swachalay - an innovative Green Toilet Technology made for Swachh Bharat Abhiyan.

Fibre Cement sheets have proven to be non corrosive, Fire – retardant , survives extreme weather pressure, weather proof, and improves the Aesthetics of the home and other structures where they are used. These qualities make 'Swastik' sheets ideal for roofing and side cladding of Industrial sheds, godowns, poultry sheds, houses etc

There are 10 big players in the industry catering to the domestic market with about 68 roofing sheet and 12 flat sheet boards manufacturing plants throughout the country.

#### Segment: Windmill

The development of wind power in India began in the 1990s, and has significantly increased in the last few years. India is the fifth largest electricity generation capacity in the world but still faces power shortage and load-shedding issues. Government has been striving hard to tackle this problem and bring power sufficiency in country.

Installed capacity of wind power in India was 23447.50 MW as on 31.03.2015 mainly spread across Tamil Nadu Gujarat , Maharashtra , Karnataka , Rajasthan , Madhya Pradesh , Andhra Pradesh , Kerala , Orissa .Wind power accounts nearly 8.5% of India's total installed power generation capacity and generated 28,214 million Kwh (MU) in the fiscal year 2014-15 which is nearly 2.6% of total electricity generation.

There is huge scope for growth of wind energy in India due to rising energy demand in India and India's obligation to encourage clean environment.

### Opportunities & Threats :

#### Segment: Building Material

The industry is estimated to grow on account of increased income in rural areas coupled with various initiatives by the Government for housing

such as tax breaks for affordable housing, increasing allocation to National Housing Bank and the vision of the Government to provide affordable housing to all by 2022. Other schemes such as the Mahatma Gandhi National Rural Employment Guarantee Act (MGNREGA) guarantee employment to low-income individuals, which also help generate demand for the roofing industry. Fibre Cement sheets are good insulators of heat and sound as compared to thatched, tiled or galvanized metal roofs. Additionally, Fibre Cement roofing sheets are water resistant and fire resistant. Fibre roofing sheets may also be relatively cheaper than galvanized metal roofs. Fibre Cement roofing sheets require minimal maintenance and infrequent replacement unlike thatched and tiled roofs. Hence, whenever disposable income increases, switching to Fibre Cement sheet roofs is the most obvious choice.

The overall impact of these provisions is likely to increase the sales in this segment in the future.

The existing manufacturers and new entrants are in process of setting of new Fibre Cement cement sheet plants, will increase the competition and may have effect on the margins.

The Company has launched a new business initiative namely "Cemply Toilet Blocks". Cemply Toilet Blocks are modular in design supplied in the form of a kit, and can be erected on site within hours for a comfortable and hygienic use by the residents. Made using Cemply fibre-cement sheets and doors and Swastik Roof, these safe, secure toilet units are ready for sanitary fittings to be installed before use. Cemply Toilet Blocks are ideal for use in residential school, tourist spots and inhabitants from the rural tribal or hilly terrains. Cemply Toilet Blocks bring hygiene, health, and convenience the affordable and durable way.

The Company is participating in Swachh Bharat Abhiyan by making available easy to assemble and install toilet blocks on a mass scale at affordable price

#### Segment : Wind Mill

Currently the Company is operating 31 number of machines situated in the states Maharashtra, Tamilnadu & Rajasthan with the total capacity of 23.2 MW. Their operations are satisfactory. The Company's initiative with renewable green power generation has been one of the most acclaimed in the field of energy technology.

### Risk & Concerns :

The sales of roofing sheets are highly dependent on rural prosperity as the use of these sheets is highest



in rural and semi-urban areas. In rural areas, thatched roofs and tiled roofs are replaced by Fibre Cement roofing sheets when affordable, as Fibre Cement roofing sheets has several advantages. Rural prosperity is highly dependent on agricultural productivity, which in turn is dependent on the monsoon. A poor monsoon impacts the demand for roofing in rural India. Additionally, rural prosperity is also dependent on Government spending on schemes like MGNREGA, Indira Awas Yojna etc. Any decrease in spending on these schemes could reduce the purchasing power of customers in the roofing segment. Any government initiative to completely ban or restrict the use of Fibre Cement will force industry to look for alternative and may increase its overall cost. Further the cost of raw material, forex risks and seasonability are also major concern to the industry.

The Wind industry faces the challenges like insufficient grid infrastructure in many states, unattractive incentive policies and absence of an integrated policy framework.

#### **Competition:**

There are about 20 players in the Indian roofing industry. The presence of unorganised players also poses a major threat to organised players in the industry. Urban consumers are also shifting from conventional roofing system to high quality, more technically advanced system based on the purchasing power. There is also scope for expansion for metal roofing players due to the emerging concept of pre-engineered building. There are lots of new capacities entering into the market to take advantage of growing demand.

#### **Financial performance**

For the year under review, the sales volume as well as sales value have increased over the previous year. There has also been an increase in the profitability of the Company. The export sales are principal contributory to the improvement in financial performance.

Fibre Cement roofing sheet is a seasonal business and Company as also industry as whole depend upon seasonability of demand. However Company is taking new initiatives to insulate it from seasonability of demand for traditional product. The Company is focusing on furthering and strengthening exports. The reasonable productivity gains are expected to accrue from better balancing of existing plants and

commissioning of 180000 annual tonnes capacity new plant at Vijaywada. The Company has commenced commercial production at Vijaywada plant. The new plant at Vijaywada is expected to bring in cost savings. Business confidence has grown due to stable government at the Centre. Rupee has also stabilised against dollar. It will help to manage/optimize import costs.

#### **Carbon Credit**

Wind power projects are considered to be part of clean development mechanism under Kyoto Protocol and would be entitled to generate carbon credits. The Companies three wind power projects of a capacity of 16.8 megawatt has been successfully registered with UNFCCC under clean development mechanism. Wind power generation helps to mitigate the climate change; the wind power project activities significantly reduce the emissions of greenhouse gas to atmosphere and hence would contribute to global efforts towards combating global warming.

#### **Bank and Financial Institutions**

The Company's working capital requirements are financed by consortium of six bankers consisting of two Nationalised Banks, two Private Banks, one Foreign Bank and one Co-operative Bank. The term loans are advanced by individual member bank. The Company has commendable credibility with all bankers, due to much appreciated working capital management and empirical record of honoring all the financial commitment on time in all business cycle.

#### **Human Resources**

The Management of your Company strongly believes in maintaining not only cordial but close relations with its employees, which creates feeling of being family member, a 'Sahyadri' family member. It draws strength from such dedicated and committed employees members. The Company considers human resources to be an important valuable asset for the organization. The commitment and untiring efforts of employees at all levels have contributed immensely to the results achieved on various fronts. The Directors of your Company wish to place on record their appreciation for the hard work and dedication of its employees at all levels.

#### **Internal Control System and Adequacy**

The Company has an adequate internal control system and management information systems which are focused towards achieving efficiency in





operations, optimum utilization of resources, safeguarding of assets and compliance with the applicable laws, rules, regulations and policies.

In addition to the statutory auditors your Company's operations are audited by team of qualified internal auditors at corporate office, plants as well as all depots. The effectiveness of the internal control is regularly reviewed by the management and where ever required it takes steps to modify or enhance the scope of the system. The Audit Committee reviews the audit system and internal control from time to time.

### **Corporate Social Responsibility**

A socially active and responsible company, Sahyadri attempts to constantly work towards development of the society and its people.

By providing shelters to rural areas, Sahyadri has helped millions upgrade from thatched (kaccha) roofs to more durable solutions. Shelters have also been developed for small-scale industries like poultries, cattle sheds and cottage industries to promote better working conditions.

Apart from generating employment opportunities for skilled and unskilled workers, Sahyadri

undertakes training activities for carpenters, installers and masons to enhance technical skills and eventually improve their standard of living. Besides our Company has been taking various initiatives to help society in growing various area like lending support to Non Profit Organisation Lakshya to promote players.

Under Swastik Disha, the company bears educational expenses of children at Charitable Trust of Pune Vidyarthi Gruha, Mamata Bal Sadan and Indian Institute of Education.

We are also providing training to girls student including students at Mamata Orphanage and also a student of Pune Vidyarthi Gruha.

### **Cautionary statement**

It may be noted that the statements in the Management Discussion and Analysis Report describing the Company's objectives and predictions may be forward looking within the meaning of applicable rules and regulations. Actual results may differ materially from those either expressed or implied in the statements depending on circumstances.

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## **Corporate Governance Report**

The Company believes that corporate governance is a key element in improving efficiency and growth as well as enhancing investor confidence .The Company is committed to sound corporate practices based on transparency and accountability.

Transparency and accountability are the two basic tenets of Corporate Governance. Responsible corporate conduct is integral to the way we do our business. Our actions are governed by our values and principles, which are reinforced at all levels within the Company. We are committed to doing things the right way which means taking business decisions and acting in a way that is ethical and is in compliance with the applicable legal requirements. Our Code of Business Principles is an extension of our values and reflects our business practices and regulatory compliance.

To succeed, we believe, requires the global standards of corporate behaviour towards everyone we work with, the communities we touch, and the environment on which we have an

impact. This is our road to sustainable, profitable growth and creating long-term value for our shareholders, our people, and our business partners.

The Board of Directors of your Company is responsible and committed to sound principles of Corporate Governance in the Company. The Board plays a critical role in overseeing how the management serves the short and long term interests of shareholders and other stakeholders. This belief is reflected in our governance practices, under which we strive to maintain an active, informed, and independent Board. We keep our governance practices under continuous review and benchmark ourselves to the best governed companies across the country.

### **Board of Directors**

The Board of Directors (the Board) is entrusted with the ultimate responsibility of the management, general affairs, direction and performance of the Company and has been vested with the requisite powers, authorities and duties.

The Board consists of 9 (Nine) Directors comprising four Executive Directors, and 5 (Five) Non-Executive Independent Directors. The Chairman of the Board is a Executive Director. The Board represents an optimal mix of professionalism,

knowledge and experience. The independent directors have confirmed that they satisfy the criteria laid for independent director as stipulated in clause 49(I)(A)(iii) of the listing agreement.

Director	Category	No. of Board Meetings attended during 2014-15	Whether last AGM attended	No. of committee positions held in other public limited companies
Mr. J. P. Patel	Executive Chairman	4	Yes	Nil
Mr. S.V. Patel	Managing Director	4	Yes	Nil
Mr. P. L. Patel	Whole time Director	4	Yes	Nil
Mr. V. L. Patel	Whole time Director	4	Yes	Nil
Mr. D. B. Kasad	Non-Executive Independent	4	Yes	Nil
Mr. S. U. Koshti (upto 09.02.2015)	Non-Executive Independent	2	Yes	Nil
Mr. S. U. Joshi	Non-Executive Independent	3	Yes	Nil
Mr. J. G. Awate	Non-Executive Independent	2	No	Nil
Mr. S. Y. Mestry	Non-Executive Independent	4	Yes	Nil
Ms. S.J.Kotasthane (w.e.f. 27.01.2015)	Non-Executive Independent	1	N.A.	Nil

### Board Meetings

The Board meets frequently to discuss and decide on Company/business policy and strategy apart from other Board business. The Board/Committee meetings held each year are pre-scheduled. However, in case of a special and urgent business need, the Board's approval is taken by circulating the resolution, which is ratified in the next Board Meeting.

The agenda for the Board/Committee meetings is circulated among the Directors in advance to facilitate discussion for taking an informed decision.

During the year 2014-15, four Board Meetings were held on May 10, 2014, August 08, 2014, November 01, 2014 and January 27, 2015.

### Audit Committee

The Audit Committee of the Company comprises of Non-Executive Independent Directors only. The Committee is headed by Mr. D B Kasad, and

comprises of Mr. S. U. Joshi and Mr.J.G.Awate as its Members. All the current members of the Committee have the relevant experience in financial matters.

The terms of reference of the Audit Committee includes the following:

1. Overseeing the Company's financial reporting process and ensuring correct, adequate and credible disclosure of financial information;
2. Ensuring compliance of internal control systems and action taken on internal audit reports.
3. Apprising the Board on the impact of accounting policies, accounting standards and legislation.
4. Holding periodical discussion with statutory auditors on the scope and content of the audit.
5. Reviewing the Company's financial and risk management policies.

During the year 2014-15, four Audit Committee meetings were held on May 10, 2014, August 08, 2014, October 31, 2014 and January 24, 2015.

The composition of Audit Committee and the details of the meetings attended by the members thereof are as follows:

Committee Member	Designation	Category	No. of Meetings held	Meetings attended
Mr. D B .Kasad	Chairman	Non-Executive Independent	4	4
Mr. S. U. Joshi	Member	Non-Executive Independent	4	4
Mr. J.G.Awate	Member	Non-Executive Independent	4	2

### Nomination and Remuneration Committee

To align with the requirements of the Companies Act, 2013, the nomenclature of 'Remuneration Committee' was changed to 'Nomination and Remuneration Committee' by the Board on May 10, 2014. The Nomination and Remuneration Committee comprises solely of independent directors. The members of the committee are Mr. S.U.Joshi (Chairman), Mr. D B Kasad, and Mr. J.G.Awate.

The terms of reference of the Nomination and Remuneration Committee are:

1. To identify persons who are qualified to become directors and who may be appointed as Key Managerial Personnel (KMP) or senior managerial personnel in accordance with the criteria laid down, recommend to the Board their appointment and removal.
2. To formulate the criteria for determining qualifications, positive attributes and independence of a director.
3. To recommend to the Board a policy, relating to the remuneration of the directors, KMP and Senior Management Persons.
4. To formulate the criteria to carry out evaluation of every director's performance.

The details of remuneration paid to all directors for the year 2014-15 are as follows:

Name of director	Relationship with other directors	Salary, Perquisites & retirement benefits (Rs)	Commission Rs	Sitting Fees Rs	Total Rs
Mr. P. L. Patel	Father of J. P. Patel, Brother of V. L. Patel	5964030/-	-	-	5964030/-
Mr. V. L. Patel	Father of S. V. Patel, Brother of P. L. Patel	5988519/-	-	-	5988519/-
Mr. J. P. Patel	Son of P. L. Patel	7686830/-	-	-	7686830/-
Mr. S. V. Patel	Son of V. L. Patel	7660075/-	-	-	7660075/-
Mr. D. B. Kasad	-	-	-	8000/-	8000/-
Mr. S. U. Koshti (upto 09.02.2015)	-	-	-	4000/-	4000/-
Mr. S. U. Joshi	-	-	-	8000/-	8000/-
Mr. J. G. Awate	-	-	-	4000/-	4000/-
Mr. S. Y. Mestry	-	-	-	8000/-	8000/-
Ms. S.J.Kotasthane (w.e.f. 24.01.2015)	-	-	-	4000/-	4000/-

The details of shares of the Company, held by the non-whole time Directors as on March 31, 2015 are set out in the following table:

Name of the Director	Instrument	No. of shares held
Mr. S. U. Joshi	Equity	865

The composition of Nomination and Remuneration Committee and the details of the meetings attended by the members thereof are as follows:

Committee Member	Designation	Category	No. of Meetings held	Meetings attended
Mr. S. U. Joshi	Chairman	Non-Executive Independent	2	2
Mr. D B .Kasad	Member	Non-Executive Independent	2	2
Mr. J.G.Awate	Member	Non-Executive Independent	2	1

### Nomination and Remuneration Policy

The Company has formulated Nomination and Remuneration Policy for Directors, Key Managerial Personnel and Senior Management persons. The Nomination and Remuneration Policy has approved by the Board in its meeting held on 27.01.2015. The policy contains details such as criteria and qualification for appointment as Directors/KMP/senior management personnel of the company, structure of remuneration for the managing director, key managerial personnel and senior management personnel and evaluation etc. The policy is uploaded on the website. The weblink is <http://www.silworld.in/index.php/about-us/investors-room/policy>.

### Stakeholders Relationship Committee

The Board renamed the Investor's Grievances Committee as Stakeholders Relationship Committee and reconstituted it with Mr. D.B.Kasad , Mr.S.U.Joshi (Member) and Mr.S.U.Koshti as its member then. Subsequent to the resignation of Mr.S.U.Koshti as a Director of the Company on 09.02.2015, the Committee presently comprises of Mr.D.B.Kasad and Mr.S.U.Joshi as its members. The committee is mandated to oversee share transfers, transmission and review and redress shareholders' complaints. During the year one meeting of the investors' grievances committee was held on May 10, 2014.

During the year under review no complaint was received from any shareholders. Besides 15 letters received from shareholders which related to change of address, nomination requests, queries relating to annual report, request for revalidation of dividend and non receipt of share certificates and other investor related matters. These letters have been attended to.

### Name of the Compliance Officer:

Mr. Jaiwant Rege

Company Secretary

Phone: 020-26444625/26/27

### Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee was constituted on 10th May 2014. The Corporate Social Responsibility Committee comprises of Mr. S.V.Patel (Chairman), Mr. J.P.Patel (Members) and Mr. S.U.Joshi (Member). The committee is mandated to recommend the amount of expenditure to be incurred on the CSR activities and monitor implementation of the Corporate Social Responsibility Policy of the company from time to time. During the year two meeting of the Corporate Social Responsibility Committee was held on January 24, 2015 & March 28th 2015.

### Risk Management Committee

The Risk Management Committee was constituted on 10th May 2014. The Risk Management Committee comprises of Mr. J.P.Patel (Chairman), Mr. S.V.Patel (Members) and Mr. S.U.Joshi (Member). The committee is mandated to identify the risk and take suitable action for risk mitigation. During the year one meeting of the Risk Management was held on January 24, 2015.

### Independent Director Meeting

A separate Meeting of Independent Directors was held on 28th March 2015 to review the performance of the Board (as a whole), the non-independent directors and the Chairman.

### General Body Meetings

Date	Time	Special Resolution	Location	AGM/EGM
28.03.2015	11.30 a.m.	Yes	Block D-III, MIDC, Chinchwad, Pune 411019	EGM
08.08.2014	3.30 p.m.	Yes	Block D-III, MIDC, Chinchwad, Pune 411019	AGM
10.08.2013	3.30 p.m.	No	Block D-III, MIDC, Chinchwad, Pune 411019	AGM



Details of Special Resolution(s) passed at Extra Ordinary General Meeting held on 28.03.2015

1. Payment of minimum remuneration payable to Mr.P.L.Patel as Whole Time Director.
2. Payment of minimum remuneration payable to Mr. V.L.Patel as Whole Time Director.
3. Payment of minimum remuneration payable to Mr. J.P.Patel as Executive Chairman.
4. Payment of minimum remuneration payable to Mr.S.V.Patel as Managing Director.

Details of Special Resolution(s) passed at Annual General meeting held on 08.08.2014

1. Special Resolution under Section 180 (1) (c) of the Companies Act 2013 for borrowing an amount not exceeding Rs.300 crores.
2. Special Resolution under Section 180 (1) (a) of the Companies Act 2013 for creating a mortgage on undertaking for an amount not exceeding Rs.300 crores
3. Re-appointment of Mr. P.L.Patel as Whole Time Director.
4. Re-appointment of Mr. V.L.Patel as Whole Time Director.
5. Re-appointment of Mr. J.P.Patel as Executive Chairman.
6. Re-appointment of Mr. S.V.Patel as Managing Director.

No resolution were passed by postal ballot in the year 2014-15.

#### Disclosures

1. There has been no materially significant related party transactions that may have potential conflict with the interest of company at large.
2. The Company has complied with the requirements of regulatory authorities on capital markets and no penalty/strictures were imposed on the Company during the last three years.
3. Whistle Blower Policy – As per the policy in force, no person irrespective of the status or level is denied access to the Audit Committee.
4. Matter of adoption of non mandatory requirements under clause 49 of the Listing Agreement is being reviewed by the Board from time to time.
5. Management Discussion and Analysis Report forms a part of the Annual Report.

#### Means of Communication

Quarterly, annual results and notices are published in Free Press Journal & Navshakti. The results and official news releases are displayed on the Company's website [www.silworld.in](http://www.silworld.in)

#### General Shareholders Information

Annual General Meeting (AGM)

Date and time: Friday, 07th August 2015 at 3.30 PM

Venue: Plot No. 39, Block D-III, MIDC, Chinchwad, Pune - 411019

#### Financial Calendar

The Company follows April–March as its financial year. The results for every quarter beginning from April are declared within 45 days following the quarter except for the last quarter, for which the results are declared within 60 days from the end of quarter which is permitted under the Listing agreement.

#### Dates of Book Closure

From Thursday 31st July 2015 to Friday, 07th August 2015(both days inclusive)

#### Dividend

Board of Directors has recommended payment of dividend of Rs. 1.50/- per share, for the financial year ended 31st March 2015, for approval of the shareholders at the AGM. Dividend, if declared at the AGM, will be paid within 30 days from the date of AGM.

#### Listing on Stock Exchange and Stock Code

The Company's shares are listed on the Bombay Stock Exchange Limited.

Stock Code: 532841

ISIN: INE280H01015





### Market Price Data BSE

The monthly High and Low Quotations of Shares traded on Bombay Stock Exchange Limited, Mumbai is as follows:

Months	Stock Market Price on BSE		BSE Sensex		No of Trades
	High	Low	High	Low	
April 2014	39.40	34.75	22,939.31	22,197.51	547
May 2014	47.10	32.70	25,375.63	22,277.04	1,254
June 2014	52.95	38.30	25,725.12	24,270.20	975
July 2014	66.50	43.55	26,300.17	24,892.00	1,148
August 2014	74.55	54.65	26,674.38	25,232.82	2,908
September 2014	79.85	65.10	27,354.99	18166.17	4,350
October 2014	73.90	64.00	27,894.32	25,910.77	1,376
November 2014	94.40	74.15	28,822.37	27,739.56	5,859
December 2014	86.90	73.10	28,809.64	26,469.42	3,531
January 2015	99.80	65.15	29,844.16	26,776.12	9,954
February 2015	73.85	65.10	29,560.32	28,044.49	2,342
March 2015	88.95	63.95	30,024.74	27,248.45	5,611

### Registrar and Transfer Agent:

Sharex Dynamic (India) Private Limited  
Unit No 1, Luthra Industrial Premises,  
Safed Pool, Andheri (E), Mumbai 400 072  
Phone: 022-28515606/44, Fax : 022-28542885  
Email : sharexindia@vsnl.com

### Share Transfer System

The entire work relating to share transfers, transmission and dematerialisation process of shares is handled by Registrar and Share Transfer Agent, Physical transfers are processed twice a month and demat transfers are processed in every eight day.

### Shareholding Pattern as on 31st March 2015

Category	No of Shares Held	Percentage
Promoters & Promoter Group	6352691	66.440
Banks/Financial Institutions	1200	0.013
Bodies Corporate	1016144	10.627
General Public	2129009	22.267
Clearing Members	35646	0.373
NRI/OCBs	26810	0.280
<b>Total</b>	<b>9561500</b>	<b>100.00</b>

### Distribution of Shareholding as at 31st March 2015

No of Shares	No of Holders	Percentage	Total Shares	Percentage
1 to 100	3043	62.00	238288	2.49
101-200	574	11.70	104636	1.09
201-500	604	12.31	231931	2.43
501-1000	317	6.46	258313	2.70
1001-5000	270	5.50	607682	6.36
5001-10000	43	0.88	313770	3.28
10001-100000	40	0.81	916439	9.58
100001 & above	17	0.34	6890441	72.07
<b>Total</b>	<b>4908</b>	<b>100.00</b>	<b>9561500</b>	<b>100.00</b>



### Dematerialisation of shares as at 31st March 2015

Categories	Position as on 31st March 2015		Position as on 31st March 2014		Net Change during 2014-15	
	No of Shares	% to total Shareholding	No of Shares	% to total Shareholding	No of Shares	% to total Shareholding
Physical	147408	1.54	149108	1.56	1700	0.018
Demat						
1) NSDL	8095399	84.67	8224956	86.02	129557	1.354
2) CDSL	1318693	13.79	1187436	12.42	131527	1.375
Sub Total	9414092		9412392			
<b>Total</b>	<b>9561500</b>	<b>100.00</b>	<b>9561500</b>	<b>100.00</b>	<b>262784</b>	<b>-</b>

### Outstanding GDRs/ADRs, Warrants or any convertible instruments

There were no outstanding GDRs/ADRs/Warrants or any convertible instruments as at end of 31st March 2015.

### Plant Locations:

Plant	Location
Chinchwad	Plot No 39, 44, 46 to 49, Block No. D III, MIDC, Chinchwad, Pune 411019
Kedgaon	Gat No 322/323, Village Kedgaon, Taluka: Daund, District : Pune
Perundurai	Plot No KK2(N) & KK2(S), SIPCOT Industrial Growth Center, Perundurai- 638052
Mahuvej	S. No 127, 128, 129, 186, 187, & 129/1/1, Block No. 88, 89, Village Mahuvej, Tal Mangrol, Dist. Surat, Gujarat
Vijaywada	Survey No.118,Narsimhama Palam,Veerulapadu Mandal,Krishna District, Vijaywada Andhra Pradesh,

### Address for investor correspondence:

Sahyadri Industries Limited,  
39/D, Swastik House, Gultekdi,  
J.N.Marg, Pune- 411037  
Phone (020) 26444625/6/7, Fax: (020)26458888  
Email: cs@silworld.in

### Declaration by Chief Executive officer (CEO)

I, Satyen Patel, Managing Director of Sahyadri Industries Limited hereby declare that all the board members and senior managerial personnel have affirmed for the year ended 31st March 2015 compliance with the code of conduct of the company laid down for them.

Place: Pune  
Date: 9th May 2015

Satyen Patel  
Managing Director

**AUDITOR'S CERTIFICATE ON COMPLIANCE OF CORPORATE GOVERNANCE**

To  
The Members of  
SAHYADRI INDUSTRIES LIMITED,

We have examined the compliance of the conditions of Corporate Governance by Sahyadri Industries Limited for the year ended on March 31, 2015, as stipulated in Clause 49 of the Listing Agreement entered into by the Company with Stock Exchange.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to a review of 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 and the representations made by the Directors and management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in clause 49 of 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 **Parag Patwa & Associates**  
Chartered Accountant  
(Firm Regn No. 107387W)

Place: Pune  
Date: 9th May 2015

(CA P.I.Patwa)  
Membership No. 041529

**Certificate by Chief Executive Officer (CEO) & Chief Financial Officer for the year 2014-15**

- (a) We have reviewed financial statements and the cash flow statement for the year and that to the best of their knowledge and belief:
- (i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (ii) These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) We are, to the best of their 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 they have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and they have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the auditors and the Audit committee :
- (i) Significant changes in internal control over financial reporting during the year;
  - (ii) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - (iii) Instances of significant fraud of which they 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.

J.P.Patel  
Chairman

S.V. Patel  
Managing Director

M.K. Sharma  
CFO

Place : Pune

Date: 9th May 2015



## INDEPENDENT AUDITOR'S REPORT

The Members of  
Sahyadri Industries Limited.

### **Report on the Financial Statements**

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

### **Management's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in sub-section 5 of Section 134 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.

### **Auditor's Responsibility**

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

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal 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 Controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Management, as well as evaluating the overall presentation of the financial statements.

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

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 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 Section 143(11) of The Act, we enclose in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion, proper books of accounts as required by law have been kept by the Company so far as 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 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 Company as on March 31, 2015, taken on record by the Board of Directors of the Company, none of the Directors of the Company are disqualified as on March 31, 2015 from being appointed as a Director in terms of Section 164 (2) of the Act.

(f) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

1. The Company has disclosed the impact of pending litigations on its financial position in its financial statements as of March 31, 2015;

2. Provision has been made in the financial statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivatives contracts; and

3. There has been delay of 17 days in transferring amount of ₹ 1.22 lacs which was, required to be transferred, to the Investor Education and Protection Fund by the Company during the year.

For PARAG PATWA & ASSOCIATES  
CHARTERED ACCOUNTANTS  
FIRM REG. NO. 107387W

(CA P. I. PATWA)

Partner

PLACE : PUNE

DATE : 9th MAY, 2015

Membership No.041529

## ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT

(REFERRED TO IN PARAGRAPH 1 UNDER THE HEADING "REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS" OF OUR REPORT OF EVEN DATE)

- 1 (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of the fixed assets.

- (b) As explained to us, the fixed assets were physically verified during the year by the Management in accordance with a phased programme of verification adopted by the Company which, in our opinion is reasonable having regard to size of the Company and nature of its business. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

- 2 (a) As explained to us the inventories have been physically verified by the Management during the year at reasonable intervals.

- (b) In our opinion and according to information and explanation given to us the frequency and procedure of such verification is reasonable in relation to the size of the Company and the nature of its business.

- (c) In our opinion and according to information and explanation given to us the Company has maintained proper inventory records.

The discrepancies noticed between the physical stocks and book records were not material and the same have been properly dealt with in the books of account.

- 3 The Company has not granted any loans secured or unsecured to the companies, firms or other parties covered in the register maintained under section 189 of the Act.

- 4 In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of inventory, fixed assets and for the sale of goods & services. We have not observed any continuing major weaknesses in internal control systems during the course of our audit.

- 5 The Company has not accepted any deposit from the public in accordance with the provisions of sections 73 to 76 of the Act and rules framed there under.

- 6 We have broadly reviewed cost records maintained by the company pursuant to the rules made by the Central Government for maintenance of cost records u/s 148(1) of the Companies Act, 2013 and are of the opinion that prima facie the prescribed records have been made and maintained. We have however, not made a detailed examination of records with a view to determine whether they are accurate or complete.

7 (a) According to the information and explanations given to us and according to the books and records as produced and examined by us, in our opinion, the Company is generally regular in depositing undisputed statutory dues including provident fund, employees' state insurance, Income Tax, Sales Tax, Wealth Tax, Customs Duty, Service Tax, Excise Duty and other material statutory dues as applicable to it, with appropriate authorities.

(b) According to the information and explanations given to us during the year there are no undisputed amounts payable in respect of provident fund, employees' state

insurance, Income Tax, Wealth Tax, Sales Tax, Customs Duty, Service Tax, Excise Duty and other material statutory dues which have remained outstanding as at 31st March, 2015 for a period of more than six months from the date they became payable.

(c) According to the information and explanations given to us there are no dues of Income Tax, Wealth Tax, provident fund, employees' state insurance, Sales Tax, Value Added Tax, Service Tax, Customs Duty, Excise Duty and other material statutory dues which have not been deposited with the appropriate authorities on account of any dispute other than those mentioned below:

Name of the structure	Nature of Dues	Amount Demanded (₹ in lacs)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act	Income Tax Liability	2.96	2010-11	Commissioner of Income Tax (Appeals)
Central Excise Act	Excise Dues	6.78	2012-13	Commissioner of Central Excise (Appeals)
Central Excise Act	Excise Dues	11.25	2012-13	Commissioner of Central Excise (Appeals)
Central Excise Act	Excise Dues	9.56	2010-13	Commissioner of Central Excise (Appeals)
Central Excise Act	Excise Dues	6.30	2012-13	Commissioner of Central Excise (Appeals)
Central Excise Act	Excise Dues	0.14	2012-13	Commissioner of Central Excise (Appeals)
Central Excise Act	Excise Dues	0.02	2010-11	Commissioner of Central Excise (Appeals)
Central Excise Act	Excise Dues	1.15	2011-13	Commissioner of Central Excise (Appeals)
Central Excise Act	Excise Dues	38.08	2010-12	Commissioner of Central Excise (Appeals)
Central Excise Act	Excise Dues	39.27	2010-12	Commissioner of Central Excise (Appeals)
Central Excise Act	Excise Dues	0.15	2011-12, 2012-13 & 2013-14	Commissioner of Central Excise (Appeals)
Central Excise Act	Excise Dues	5.35	2011-12, 2012-13 & 2013-14	Commissioner of Central Excise (Appeals)
Central Excise Act	Excise Dues	20.12	2009-10 to 2013-14	Commissioner of Central Excise (Appeals)
Karnataka VAT Act	VAT & CST Liability	4.24	2007-08	Joint Commissioner of Commercial Taxes, (Appeal) Karnataka
Karnataka VAT Act	VAT, Interest & Penalty	10.70	2008-09	Joint Commissioner of Commercial Taxes, (Appeal) Karnataka
Kerala VAT Act	VAT & Interest	9.16	2010-11	Asst. Commissioner, Commercial Taxes, Special Circle – II
West Bengal VAT Act	VAT & Penalty	45.30	2007-08	West Bengal Commercial Taxes Appellate & Revisional Board, Kolkata
Amount deposited under dispute in respect of above demand totaling to ₹.16.11				



- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company during the year there has been delay of 17 days in transferring amount to the Investors Education and Protection Fund in accordance with the relevant provisions of Companies Act, 1956 and the Rules made thereunder.
- 8 The Company does not have any accumulated losses and has not incurred any cash losses during the current financial year and the immediately preceding financial period.
- 9 According to the information and explanations provided to us, the Company has not defaulted in repayment of dues to the banks. The Company did not have any outstanding dues to any financial institution or debentures holders during the year.
- 10 According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.

- 11 In our opinion and according to the information and explanations given to us and on an overall examination, the term loans availed by the Company have been applied for the purpose for which they were raised other than temporary deployment pending application.
- 12 According to the information and explanations given to us, no instances of material fraud on or by the Company has been noticed or reported during the course of our audit.

FOR **PARAG PATWA & ASSOCIATES**

CHARTERED ACCOUNTANTS

FIRM REG. NO. 107387W

(CA P. I. PATWA)

PLACE: PUNE

Partner

DATE: 9th May, 2015

Membership No. 041529

**BALANCE SHEET AS AT MARCH 31, 2015**

₹ in Lacs except as otherwise stated

PARTICULARS	NOTE	As At March 31, 2015	As At March 31, 2014
<b><u>EQUITY AND LIABILITIES</u></b>			
<b><u>SHAREHOLDER'S FUND</u></b>			
Share Capital	3	956.15	956.15
Reserves and Surplus	4	<u>10,458.94</u>	<u>10,315.37</u>
		<b>11,415.09</b>	<b>11,271.52</b>
<b><u>NON - CURRENT LIABILITIES</u></b>			
Long-term borrowings	5	6,740.37	6,381.51
Deferred tax liabilities (Net)	6	2,587.46	2,578.50
Long Terms Provisions	7	<u>122.36</u>	<u>70.76</u>
		<b>9,450.19</b>	<b>9,030.77</b>
<b><u>CURRENT LIABILITIES</u></b>			
Short-term borrowings	8	9,680.91	7,608.03
Trade Payables	9	5,656.95	2,558.31
Other current liabilities	10	6,406.48	6,199.30
Short-term provisions	11	<u>304.13</u>	<u>119.30</u>
		<b>22,048.47</b>	<b>16,484.94</b>
<b>Total :</b>		<b><u>42,913.75</u></b>	<b><u>36,787.23</u></b>
<b><u>ASSETS</u></b>			
<b><u>NON - CURRENT ASSETS</u></b>			
<b><u>FIXED ASSETS</u></b>			
Tangible assets	12 (A)	16,386.47	16,225.19
Intangible assets	12 (B)	110.32	135.50
Capital work-in-progress	12 (C)	<u>6,376.72</u>	<u>4,271.76</u>
		<b>22,873.51</b>	<b>20,632.45</b>
<b><u>NON - CURRENT INVESTMENTS</u></b>	13	14.20	14.68
<b><u>LONG TERM LOANS &amp; ADVANCES</u></b>	14	1,623.33	1,693.02
<b><u>OTHER NON - CURRENT ASSETS</u></b>	15	262.63	745.38
<b><u>CURRENT ASSETS</u></b>			
Inventories	16	12,159.70	8,245.66
Trade receivables	17	4,272.49	3,356.47
Cash and cash equivalents	18	194.30	616.65
Short-term loans and advances	19	1,386.89	1,279.57
Other current assets	20	<u>126.70</u>	<u>203.34</u>
		<b>18,140.08</b>	<b>13,701.69</b>
<b>Total :</b>		<b><u>42,913.75</u></b>	<b><u>36,787.23</u></b>

Significant accounting policies and notes to Financial statements 1 to 45

The notes referred above forms an integral part of Balance Sheet

**As per our report of even date**  
**For Parag Patwa And Associates**  
**Chartered Accountants**

On behalf of Board of Directors

**(CA P. I. Patwa )**  
 Partner  
 (Mem No. 041529)  
 Place : Pune  
 Date : 9th May,2015

**S. V. Patel**  
 Managing  
 Director

**J. P. Patel**  
 Chairman

**M. K. Sharma**  
 CFO

**Jaiwant Rege**  
 Company Secretary



## STATEMENT OF PROFIT AND LOSS As On 31st March, 2015

₹ in Lacs except as otherwise stated

PARTICULARS	NOTE	As At March 31, 2015	As At March 31, 2014
<b><u>INCOME</u></b>			
Revenue from operations	21	43,764.96	37,236.65
Other Income	22	110.81	142.32
<b>TOTAL REVENUE :</b>		<b>43,875.78</b>	<b>37,378.97</b>
<b><u>EXPENDITURE</u></b>			
Cost of Materials Consumed	23	27,098.93	18,655.01
Purchase of Stock-in-Trade	24	180.72	75.93
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	25	(2,713.38)	4,707.12
Employee benefit expenses	26	2,522.41	1,913.25
Finance cost	27	1,395.06	1,645.77
Depreciation and Amortization expenses		1,320.72	1,419.36
Other expenses	28	12,988.61	9,849.00
Self Produced material capitalised		(9.83)	(22.59)
<b>TOTAL EXPENSES :</b>		<b>42,783.25</b>	<b>38,242.85</b>
<b><u>PROFIT BEFORE TAX</u></b>		<b>1,092.53</b>	<b>(863.88)</b>
<b><u>TAX EXPENSES</u></b>			
Current Tax		270.00	0.00
Deferred Tax		110.92	(262.07)
Income Tax Pertaining to earlier period		0.00	0.00
<b><u>PROFIT FOR THE YEAR</u></b>		<b>711.61</b>	<b>(601.81)</b>
Earning per equity share of Face value of Rs.10 each:			
(1) Basic		7.44	(6.29)
(2) Diluted		7.44	(6.29)

Significant accounting policies and notes to Financial statements 1 to 45

The notes referred above forms an integral part of statement of Profit And Loss

**As per our report of even date**  
**For Parag Patwa And Associates**  
**Chartered Accountants**

On behalf of Board of Directors

**(CA P. I. Patwa )**  
 Partner  
 (Mem No. 041529)  
 Place : Pune  
 Date : 9th May, 2015

**S. V. Patel**  
 Managing  
 Director

**J. P. Patel**  
 Chairman

**M. K. Sharma**  
 CFO

**Jaiwant Rege**  
 Company Secretary



**CASH FLOW STATEMENT FOR THE PERIOD ENDED 31ST MARCH, 2015**

₹ in Lacs except as otherwise stated

<b>PARTICULARS</b>	<b>Current Year ₹</b>	<b>Previous Year ₹</b>
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit/ (Loss) Before Tax and Extraordinary items	1,092.53	(863.88)
Adjustment for		
Provision for bad and doubtful debts	6.17	122.41
Unrealised Foreign Exchange Loss / (Gain) (Net)	(20.49)	(8.46)
Unrealised Foreign Exchange Loss / (Gain) of P.Y. now realised	8.46	3.41
Depreciation / Amortization	1,319.88	1,419.36
Preliminary expenses written off	0.21	0.37
(Profit)/Loss on sale of Assets/ investment	(1.02)	(0.07)
Adjustments relating to Earlier Years	13.91	28.36
Interest paid	1,395.06	1,434.28
Interest /Dividend Received	(70.51)	(46.29)
Provision for Leave Encashment and Gratuity	120.12	(33.06)
<b>Operating Profit/(Loss) before Working capital changes</b>	<b>3,864.32</b>	<b>2,056.43</b>
Adjustments for		
Sundry Debtors	(897.03)	(57.71)
Other receivables (Current and Non current)	9.55	(322.28)
Inventories	(3,914.04)	6,481.64
Sundry Creditors	3,099.99	580.60
Other Payable	483.67	(435.22)
Cash generated from operations	2,646.46	8,303.47
Taxes Paid	(160.76)	(70.44)
Prior Period Items	(13.91)	(28.36)
<b>NET CASH FROM OPERATING ACTIVITIES (A)</b>	<b>2,471.80</b>	<b>8,204.67</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Fixed Assets(Net of earlier year Capital WIP if any)	(3,873.70)	(4,217.46)
Adjustment for creditors relating to capital purchases	39.39	406.99
Adjustment for advances relating to capital purchases	(54.21)	106.16
Sale of fixed Assets	13.85	2.82
Investments	0.48	0.00
Profit / (Loss) in sale of Investments	0.00	(0.53)
Interest/Dividend Received (including accrued if any)	93.50	26.83
<b>NET CASH FLOW FROM INVESTING ACTIVITIES (B)</b>	<b>(3,780.67)</b>	<b>(3,675.19)</b>
<b>C. NET CASH FROM FINANCING ACTIVITIES</b>		
Total Secured loans raised during the year	3,304.41	1,851.42
Less :-Total Repayment made during the year	3,177.17	1,715.94
Secured Loans Long Term	127.24	135.48
Secured Loans Short Term	1,764.39	(2,880.20)
Total Unsecured loans raised during the year	454.00	14.00
Less :-Total Repayment made during the year	7.50	87.10
Unsecured Loans Long Term	446.50	(73.10)
Dividend and Dividend Distribution Tax	(56.54)	(283.08)
Interest paid	(1,395.06)	(1,434.28)
<b>NET CASH USED IN FINANCING ACTIVITIES (C)</b>	<b>886.53</b>	<b>(4,535.19)</b>
<b>D. NET INCREASE IN CASH AND CASH EQUIVALENTS GENERATED DURING THE YEAR (A)+(B)+(C)</b>	<b>(422.35)</b>	<b>(5.70)</b>
Cash and Cash Equivalents Opening Balance	616.65	622.35
Cash and Cash Equivalents Closing Balance	194.30	616.65

As per our report of even date  
For Parag Patwa And Associates  
Chartered Accountants

On behalf of Board of Directors

(CA P. I. Patwa )

Partner

(Mem No. 041529)

Place : Pune

Date : 9th May, 2015

S. V. Patel

Managing  
Director

J. P. Patel

Chairman

M. K. Sharma

CFO

Jaiwant Rege

Company Secretary



**NOTES TO ACCOUNTS ANNEXED TO AND FORMING PART OF THE ACCOUNTS  
FOR THE YEAR ENDED 31 ST MARCH, 2015**

**1. CORPORATE INFORMATION :**

The company is engaged in the production of Cement Sheets and Accessories, trading of steel doors & in generation of wind power electricity . The company presently has four operational manufacturing units situated at Maharashtra, Tamilnadu and Gujarat. The company has set up Wind Turbine Generators in Maharashtra, Rajasthan & Tamilnadu.

**2. BASIS OF PREPARATION :**

These financial statements of the company have been prepared in accordance with the Generally Accepted Accounting Principles in India ('Indian GAAP') to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared under the historical cost convention on accrual basis, except for certain financial instruments which are measured at fair value.

**2.1 : SIGNIFICANT ACCOUNTING POLICIES FOLLOWED :**

**2.1.1 Fixed Assets :**

Fixed assets are stated at cost less accumulated depreciation. Cost of acquisition is inclusive of freight, non refundable duties and taxes, incidental expenses if any.

**2.1.2 Intangible assets:**

Intangible assets are stated at cost of acquisition less accumulated amortization.

**2.1.3 Depreciation/ Amortization :**

- i) Depreciation on fixed assets put to commercial use has been provided to the extent of depreciable assets on written down value method at the rates and in the manner prescribed in schedule II of the Companies Act, 2013 over their useful life except on fixed assets installed at Gujarat factory & Windmills installed at Chavaneshwar wherein depreciation is provided on straight line method in the manner prescribed in schedule II of Companies Act, 2013 over their useful life.
- ii) Lease hold land is amortized over the period of lease.
- iii) Computer software are amortized over period of 5 years.
- iv) Windmill rights are amortized over period of 10 years.

**2.1.4 Provision for Taxation & Deferred Tax :**

- i) Provision for current income tax is made on the assessable income at the tax rate applicable to the relevant assessment year, net off Minimum Alternate Tax credit available u/s 115JB of the Income Tax Act, 1961.
- ii) Deferred income taxes are recognized for the future tax consequences attributable to timing differences between the financial statement determination of income and their recognition for the tax purpose. The effect on deferred tax assets and liabilities of a change in tax rates is recognized as income using the tax rates and the tax laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax assets are recognized and carried forward only to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.
- iii) MAT Credit is recognized as an asset only when & to the extent there is convincing evidence that the Company will pay normal income tax during the specified years. In the year in which the Minimum Alternative Tax(MAT) credit becomes eligible to be recognised as an asset in accordance with the recommendations contained in the Guidance Note issued by the Institute of Chartered Accountants of India, the said asset is created by way of credit to the Profit & Loss account & shown as MAT credit entitlement. The Company reviews the same at each balance Sheet date & drags down the carrying amount of MAT Credit entitlement to the extent there is no longer convincing evidence to the effect that the company will pay normal income tax during the specified period.

**2.1.5 Retirement and other employees Benefits :**

- i) Retirement benefit in the form of provident fund & super annuation /pension schemes, are defined contributions scheme and are charged to Profit & Loss account of the year when the contributions to the respective funds are due.
- ii) Gratuity Liability is a defined benefit obligation. The Company has taken an insurance policy under Group Gratuity Scheme with Life Insurance Corporation of India to cover the gratuity liability of the employees and amount paid

/ payable in respect of present value of liability for past services is charged to Profit & Loss account on the basis of actuarial valuation on the projected unit credit method made at the end of the financial year.

- iii) Long term compensated absences are provided for based on actuarial valuation at the end of the financial year. The actuarial valuation is done as per projected unit credit method.
- iv) Actuarial gains / losses are immediately taken to Profit & Loss Account and are not deferred.

#### **2.1.6 Investments**

Investments are stated at cost of acquisition less provision for diminution in value if any.

#### **2.1.7 Foreign Currency Transactions :**

- i) Foreign Currency transactions are accounted at exchange rates prevailing on the date of transactions. Monetary items denominated in foreign currency & outstanding at the balance sheet date are translated at the exchange rate prevailing on that date. In case of forward exchange contracts, the difference between the year end rate & rate on the date of the contract is recognised as exchange difference & the premium paid on forward contracts is recognised as expense over the life of the contract. Exchange differences arising on foreign currency transactions are accounted in the period in which they arise.

- ii) Derivative instruments & hedge accounting :

The company uses foreign currency forward contracts and currency options to hedge its risk associated with foreign currency fluctuations relating to certain firm commitments and forecasted transactions. The Company designates these hedging instruments as cash flow hedges applying the recognition and measurement principles set out in the Accounting Standard 30 "Financial Instruments : Recognition and Measurement" (AS 30).

The use of hedging instruments is governed by the Company's policy approved by the Board of Directors. The Company does not use Derivative financial instruments for speculative purposes.

Hedging instruments are initially measured at fair value, and are re-measured at subsequent reporting dates. Changes in fair value of these derivatives that are designated and effective as hedges of future cash flow are recognized directly in shareholder's fund and the ineffective portion, if any is recognized immediately in the Profit and Loss Account.

Changes in the fair value of derivative financial instruments that do not qualify for hedge accounting are recognized in the profit and loss account as they arise.

Hedge accounting is discontinued when the hedging instrument expires or is sold, terminated, or exercised, or no longer qualifies for hedge accounting. At the time for forecasted transaction any cumulative gain or loss on the hedging instrument recognized in shareholder's fund is retained there until, the forecasted transaction occurs. If a hedge transaction is no longer expected to occur, the net cumulative gain or loss recognized in reserves is transferred to the Profit and Loss Account.

#### **2.1.8 Borrowing Costs :-**

The interest on working capital borrowed is charged against the profits for the year in which it is incurred. Interest on borrowing for capital asset is capitalized till the date of commencement of commercial use of the asset. Borrowing Cost also includes exchange differences arising from foreign currency borrowings to the extent that they are relating to interest component.

#### **2.1.9 Valuation of Inventory :**

- i) Raw material is valued at lower of moving weighted average cost(Net off Cenvat) & net realizable value. However material 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.
- ii) Work in Progress is valued at weighted average cost.
- iii) Finished goods are valued at lower of weighted average cost and net realizable value. Cost for this purpose includes direct cost, attributable overheads and excise duty. Doors are valued at moving weighted average cost. Other items meant for resale are valued at cost or net realizable value whichever is lower.
- iv) Stores & spares are valued at moving weighted average cost.
- v) In the opinion of the management the value of scrap and rejected material is nil and hence the same is not taken in inventories.



#### **2.1.10 Revenue recognition**

- i) Sale: The sale of product is accounted for net of Sales Tax but including excise duty recovered. The sale is accounted on transfer of title of goods to the customer.
- ii) Export incentive receivable are accounted as accrued as and when finally quantified by appropriate authorities.
- iii) Debit / Credit arising out of revisions in prices of supplies, breakages and other claims are accounted for, in the year of its acceptance.
- iv) Carbon credit entitlement :- In the process of generation of wind power the company also generate carbon emission reduction units which may be negotiated for price in international market under Clean Development Mechanism(CDM) subject to completing formalities and obtaining certificate of Carbon Emission Reduction(CER) as per Kyoto Protocol. In addition company also explore the possibilities of negotiating Voluntary Emission Reduction (VER) in respect of some of the Company's wind power generation projects. Revenue from CER and VER is accounted on its realization.

#### **2.1.11 Provisions :-**

A provision is recognized when there is a present obligation as a result of past event & it is probable that an outflow of resources will be required to settle the obligation & in respect of which a reliable estimate can be made. These are reviewed at each Balance sheet date & adjusted to reflect the current best estimates.

#### **2.1.12 Lease :-**

Operating lease – Leases where lessor effectively retains substantially all the risks & benefits of ownership of the leased assets are classified as Operating leases. Operating lease charges are recognized as an expenses in the Profit & Loss account on a straight line basis over the lease term.

Finance lease – Leases under which the Company assumes substantially all the risks and rewards of ownership are classified as finance leases. The lower of fair value of asset and present minimum lease rentals is capitalized as fixed assets with corresponding amounts shown as lease liability. The principle component in the lease rentals is adjusted against lease liability and interest component is charged to Profit & Loss account.

#### **2.1.13 Use of Estimates :-**

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

#### **2.1.14 Impairment of Assets :-**

The carrying amount of assets are reviewed at each Balance Sheet date for impairment based on internal / external factors. An asset is impaired when the carrying amount of the asset exceeds the recoverable amount. An impairment loss is charged to the Profit & Loss account in the year in which an asset is identified as impaired. An impairment loss recognized in prior accounting periods is reversed if there has been change in the estimate of the recoverable amount.

**As per our report of even date  
For Parag Patwa And Associates  
Chartered Accountants**

On behalf of Board of Directors

**(CA P. I. Patwa )**  
Partner  
(Mem No. 041529)  
Place : Pune  
Date : 9th May,2015

**S. V. Patel**  
Managing  
Director

**J. P. Patel**  
Chairman

**M. K. Sharma**  
CFO

**Jaiwant Rege**  
Company Secretary



## Notes on financial statement for the year ended March 31st, 2015

₹ in Lacs except as otherwise stated

PARTICULARS	As At March 31, 2015	As At March 31, 2014
<b>3. SHARE CAPITAL</b>		
<b>Authorised Share Capital</b>		
120,00,000 Equity Shares of ₹ 10/- each (120,00,000)	1,200.00	1,200.00
<b>Issued, Subscribed and Paid Up</b>		
95,61,500 Equity Shares of ₹ 10/- each fully paid up and issued at par (95,61,500)	956.15	956.15
<b>Total :</b>	<b>956.15</b>	<b>956.15</b>

**3.1 Terms / rights attached to equity shares:**

The company has only one class of equity shares having a face value of ₹ 10/- per share. Each holder of equity share is entitled to one vote per share.

In the event of Liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company. The distribution will be in proportion to the number of equity shares held by the shareholders.

**3.2 The details of shareholders holding more than 5% of equity shares**

Name of the shareholders	% OF HOLDING	NUMBER	% OF HOLDING	NUMBER
Vallabh Lalaji Patel	5.11%	4,88,435	5.11%	4,88,435
Jayesh Purshottam Patel	6.06%	5,79,350	6.06%	5,79,350
Chetan Purshottam Patel	6.01%	5,74,323	6.01%	5,74,323
Shilpa Jignesh Patel	5.90%	5,64,150	5.90%	5,64,150
Trilochana Vipul Patel	6.05%	5,78,250	6.05%	5,78,250
Harsha Jayesh Patel	5.39%	5,15,400	5.39%	5,15,400
Purna Chetan Patel	5.44%	5,20,000	5.44%	5,20,000
Harimudra Securites Pvt. Ltd.	5.58%	5,33,682	5.58%	5,33,682

**4. RESERVES & SURPLUS****Capital Redemption Reserve**

As per last Balance-sheet 375.00 375.00

**General Reserve**

Balance as per last Balance Sheet 1,572.06 1,572.06

Add :- Transferred from Profit and Loss Account 0.00 0.00

**1,572.06 1,572.06**

**Hedge Reserve**

Balance as per last Balance Sheet 216.02 181.91

Add: Changes on re-measurement of Hedging instrument (197.45) 34.11

**18.57 216.02**

**Profit and Loss A/c**

Balance as per last Balance Sheet 8,152.28 8,810.03

Add: Profit for the year 711.61 (601.81)

**8,863.89 8,208.22**

**Less: Appropriations**

Transfer to General Reserve 0.00 0.00

Adjusted for Depreciation \* 197.96 0.00

Proposed dividend on equity shares 143.42 47.81

{Dividend per share ₹ 1.50/- (previous year ₹ 0.50/-)}

Dividend Distribution tax 29.20 8.12

**8,493.31 8,152.28**

**Total : 10,458.94 10,315.37**

\* During the year the Company has adopted estimated useful life of fixed assets as stipulated by Schedule II to the Companies Act, 2013. Accordingly depreciation of 197.96 (net of deferred tax of 101.97) on account of assets whose useful life had already exhausted on April 01, 2014 is adjusted against General Reserve.



## Notes on financial statement for the year ended March 31st, 2015

₹ in Lacs except as otherwise stated

PARTICULARS	As At March 31, 2015		As At March 31, 2014	
<b><u>5. LONG TERM BORROWINGS</u></b>				
	Current Maturity	Non Current	Current Maturity	Non Current
<b>Secured:</b>				
Rupee Term Loans from Banks *	1,827.25	6,528.87	1,440.18	6,066.74
Foreign Currency Term Loans from Banks **	78.24	0.00	721.95	314.77
	<u>1,905.48</u>	<u>6,528.87</u>	<u>2,162.13</u>	<u>6,381.51</u>
<b>Unsecured</b>				
From Directors and Promoter group	1,376.00	211.50	1,362.00	0.00
	<u>1,376.00</u>	<u>211.50</u>	<u>1,362.00</u>	<u>0.00</u>
<b>Total :</b>	<b>3,281.48</b>	<b>6,740.37</b>	3,524.13	6,381.51
Less : Current maturities shown under current liabilities	3,281.48	0.00	3,524.13	0.00
	<u>0.00</u>	<u>6,740.37</u>	<u>0.00</u>	<u>6,381.51</u>

\*Rupee Term loans excepting loans against vehicles are secured by exclusive first charge on assets financed by /mortgaged to/hypothecation in favour of Term lending Bank and personal guarantee of four Directors in three cases and two directors in one case. Loans against vehicle are secured by hypothecation of vehicles purchased.

\*\*Foreign Currency Term loans are secured by exclusive first charge on assets financed, receivables of project financed and personal guarantee of one Director.

## 5.1 Maturity profile of term loan are as set out below:

Particulars	2016-17	2017-18	2018-19	2019-20	After 2020-21
Rupee Term Loans from Banks	1,879.98	1,549.59	1,396.05	962.71	740.54

**6. DEFERRED TAX LIABILITY (NET):**

Deferred tax liability	2,587.46	2,578.50
<b>Total :</b>	<b>2,587.46</b>	<b>2,578.50</b>

**Components of Deferred tax assets /liabilities are as under :**

Deferred Tax liability on account of :

a) Depreciation	2,811.34	2,854.66
	<u>2,811.34</u>	<u>2,854.66</u>

Deferred Tax asset on account of :

a) Employee Benefits	125.64	49.78
b) Provision for Bad and Doubtful Debts	97.96	91.51
c) Provision in Diminution in Value of investments	0.10	0.10
d) Others	0.18	134.78
	<u>223.88</u>	<u>276.16</u>
Net Deferred Tax Liability	<u>2,587.46</u>	<u>2,578.50</u>

**7. LONG TERM PROVISIONS**

Provision for Employee Benefit	122.36	70.76
	<u>122.36</u>	<u>70.76</u>



## Notes on financial statement for the year ended March 31st,2015

₹ in Lacs except as otherwise stated

PARTICULARS	As At March 31, 2015	As At March 31, 2014
<b>8. SHORT TERM BORROWINGS:</b>		
<b>Secured:</b>		
<b>Working Capital Loans from Banks</b>		
Rupee Loans from Banks	4,192.46	2,835.69
Foreign Currency Loans from Banks	3,840.79	3,359.70
	<u>8,033.26</u>	<u>6,195.38</u>
<b>Unsecured:</b>		
From Directors and Promoter group	1,376.00	1,362.00
Inter-corporate Deposit from related parties	271.65	50.65
	<u>1,647.65</u>	<u>1,412.65</u>
<b>Total :</b>	<u>9,680.91</u>	<u>7,608.03</u>

8.1 Working Capital loans are secured by entire current assets of the Company, collateral security of fixed assets of the Company and personal guarantee of two Directors.

**9. TRADE PAYABLES**

Micro, small and medium enterprises	8.34	8.75
Others*	5,648.60	2,549.55
<b>Total :</b>	<u>5,656.95</u>	<u>2,558.31</u>

\*Includes payable to related parties of 27.29 (P.Y.26.45)

**9.1 As defined under Micro, Small and Medium Enterprises**

Development Act, 2006, the disclosure in respect of the amount payable to such enterprises as at 31st March,2015 has been made in the financial statement based on information received available and identified by the company.

a) the principal amount remaining unpaid to any suppliers as at the end of each accounting year.	8.34	8.75
b) the interest due thereon remaining unpaid to any supplier as at the end of each accounting year.	0.53	0.60
c) the amount of interest paid by the Company in terms of Section16, of the MSMED Act2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year.	0.00	0.00
d) the amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year ) but without adding the interest specified under MSMED Act,2006.	0.17	0.09
e) the amount of interest accrued and remaining unpaid at the end of each accounting year; and	0.70	0.69
f) the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act,2006	Nil	Nil



## Notes on financial statement for the year ended March 31st, 2015

₹ in Lacs except as otherwise stated

PARTICULARS	As At March 31, 2015	As At March 31, 2014
<b>10. OTHER CURRENT LIABILITIES</b>		
Current maturities of Long term debts	1,905.48	2,162.13
Creditors for Capital expenditure	503.81	464.41
Advance from Customers	459.06	597.69
Deposits from Stockists/dealer/supplier	1,182.98	1,069.54
Unclaimed dividend*	13.31	13.92
VAT/Service tax/Withholding taxes, other taxes and contribution payables	1,187.56	898.35
Provision for expenses **	1,014.22	762.23
Other Payable ***	140.06	231.02
<b>Total :</b>	<b>6,406.48</b>	<b>6,199.30</b>

\* There are no amount due for payment to the Investor Education and Protection Fund Under Section 125 of the Companies Act, 2013 as at the year end.

\*\*Includes interest accrued but not due of 55.81 (P.Y.57.98)

\*\*\*Includes payable to employees, forward contact payables etc.

& includes payable to employees from related parties of 0.08 (P.Y.NIL) & payable related parties of 1.26 (P.Y.0.36)

**11. SHORT TERM PROVISIONS**

Provision for Employee Benefit Expenses	131.51	62.99
Proposed Dividend	143.42	47.81
Provision for Dividend Distribution tax	29.20	8.12
Provision for Wealth Tax (Net of Taxes paid)	0.00	0.38
<b>Total :</b>	<b>304.13</b>	<b>119.30</b>

**13. NON-CURRENT INVESTMENTS****Non Trade Investments****Quoted - Equity shares (fully paid up)**

Vaishno Cement Co. Ltd.	0.30	0.30
3000 Equity Shares of ₹ 10/- each		
Quoted Market Values not available	0.30	0.30
Less: Provision For Diminuation In Value Of Investments		
<b>(A)</b>	<b>0.00</b>	<b>0.00</b>

**Unquoted - Equity shares (valued at cost)**

In equity shares of Associate companies		
4800 Fully paid up Equity Shares of ₹ 10 each of Sahyadri Enerco Pvt. Ltd.	0.00	0.48
14200 Equity Shares of ₹ 100/- each of Cosmos Co-operative Bank Ltd. (valued at cost)	14.20	14.20
<b>(B)</b>	<b>14.20</b>	<b>14.68</b>

**Total : A+B****14.20****14.68**

## Notes on financial statement for the year ended March 31st, 2015

₹ in Lacs except as otherwise stated

PARTICULARS	As At March 31, 2015	As At March 31, 2014
<b>14. LONG TERM LOANS &amp; ADVANCES</b>		
(Unsecured, considered good unless otherwise stated)		
Advance income tax net of provisions	104.96	174.19
Advance wealth tax net of provisions	0.01	0.00
Deposits*	449.25	409.72
MAT Credit entitlement	1,069.10	1,109.10
<b>Total :</b>	<b>1,623.33</b>	<b>1,693.02</b>
*Includes deposits to related parties of 57.10 (P.Y.52.10)		
<b>15. OTHER NON-CURRENT ASSET</b>		
Hedge Receivable	0.00	475.07
Others* (Net of reserve for doubtful receivable if any)	262.63	270.32
<b>Total :</b>	<b>262.63</b>	<b>745.38</b>
*Includes amount paid for common power infrastructure for windmills.		
<b>16. INVENTORIES</b>		
(As valued, verified and certified by Management)		
Raw Material	3,517.08	2,386.70
Raw Material in transit	241.79	209.52
Stores, Spares	443.68	329.96
Work-in-Progress	24.64	8.52
Finished Goods	7,688.31	5,061.89
Stock of Traded Goods	240.64	169.80
Stock of Accessories - Traded Goods	3.56	0.83
Stock Lying with Contractor	0.00	78.45
<b>Total :</b>	<b>12,159.70</b>	<b>8,245.66</b>
<b>16.1</b> For mode of valuation refer note number 2.1.9		
<b>17. TRADE RECEIVABLES</b>		
(Unsecured, Considered good unless otherwise stated)		
Debts Outstanding for a period exceeding six months from due date of payment		
Considered Good	265.48	318.67
Considered Doubtful	263.75	257.58
	529.23	576.25
Less :Provision for Doubtful Debts	263.75	257.58
	265.48	318.67
Other Debts	4,007.01	3,037.80
	<b>4,272.49</b>	<b>3,356.47</b>
<b>18. CASH AND CASH EQUIVALENTS</b>		
Cash in Hand	13.91	7.11
Balance with banks-		
In Current Accounts*	103.81	142.00
In Deposit accounts**	76.58	467.54
<b>Total :</b>	<b>194.30</b>	<b>616.65</b>

\*Balance with bank includes balance in unclaimed dividend A/c of ₹ 13.31 lacs (previous year ₹ 13.92 lacs)

\*\*Deposit with banks includes restricted bank deposit of ₹ 51.41 (previous year ₹ 55.17) on account of margin money for Guarantees and L/C's. Deposits with bank also includes deposit of ₹ 25.01 (previous year ₹ 27.88) with maturity of more than 12 months, which includes restricted deposits of ₹ 19.52 (previous year ₹ 27.52). Deposits other than restricted deposits can be withdrawn by the company at any point without prior notice or penalty on the principal.



## Notes on financial statement for the year ended March 31st, 2015

₹ in Lacs except as otherwise stated

PARTICULARS	As At March 31, 2015	As At March 31, 2014
<b>19. SHORT TERMS LOAN &amp; ADVANCE</b>		
(Unsecured considered good unless otherwise stated)		
Balance with Custom, Central Excise and VAT authorities	520.25	281.73
Imprest balance with employees*	31.91	41.70
Interest accrued on Deposits	18.56	41.56
Pre-paid expenses	252.76	199.81
Advance for capital purchases	92.89	38.69
Advance to Suppliers	470.52	676.08
<b>Total :</b>	<b>1,386.89</b>	<b>1,279.57</b>
*Includes due from related parties of NIL (P.Y.14.94)		
<b>20. OTHER CURRENT ASSETS</b>		
Others*	85.62	203.34
Hedge Receivable	41.09	0.00
<b>Total :</b>	<b>126.70</b>	<b>203.34</b>
*Includes stock of promotional material and service tax/excise pending availment		
	Year Ending March 31, 2015	Year Ending March 31, 2014
<b>21. REVENUE FROM OPERATIONS</b>		
Sale of Products	46,626.51	39,915.22
Income from Services	3.50	2.96
Other Operating Revenues	180.49	113.81
	46,810.49	40,031.99
Less: Excise duty recovered	3,045.53	2,795.34
<b>Total :</b>	<b>43,764.96</b>	<b>37,236.65</b>
<b>21.1 : Sale of Product</b>		
Sheets and Accessories	45,349.04	38,373.78
Doors	157.26	157.63
Power	1,105.47	1,376.35
Other	14.73	7.46
	<b>46,626.51</b>	<b>39,915.22</b>
<b>22. OTHER INCOME</b>		
Interest Income	49.70	35.89
Dividend Income	20.80	10.40
Profit on Sale of asset	1.02	0.59
Other non - operating income *	0.00	95.44
Net gain on exchange fluctuation	39.29	0.00
<b>Total :</b>	<b>110.81</b>	<b>142.32</b>
*Includes NIL (P.Y. Debts Write off previously now recovered of 88.47)		
<b>23. COST OF MATERIAL CONSUMED</b>	<b>27,098.93</b>	<b>18,655.01</b>
<b>23.1 Raw Material Components and Consumption</b>		
Cement	7,369.86	4,690.20
Fibre	15,481.20	11,680.02
FLYASH and Others	4,247.87	2,284.80
	<b>27,098.93</b>	<b>18,655.01</b>
<b>23.2 Breakup of raw material consumption into imported and indigenous is provided in note number 30</b>		





## Notes on financial statement for the year ended March 31st, 2015

₹ in Lacs except as otherwise stated

PARTICULARS	Year Ending March 31, 2015	Year Ending March 31, 2014
<b><u>24. PURCHASE OF STOCK-IN-TRADE</u></b>		
Doors and its accessories	180.72	75.93
<b>Total :</b>	<b>180.72</b>	<b>75.93</b>
<b><u>25. CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRANSIT</u></b>		
<b>Opening Stock :</b>		
Work In Progress	8.52	8.24
Finished Goods	5,061.89	9,731.16
Traded goods	169.80	207.92
	<b>5,240.21</b>	<b>9,947.32</b>
<b>Less:- Closing Stock :</b>		
Work In Progress	24.64	8.52
Finished Goods	7,688.31	5,061.89
Traded goods	240.64	169.80
	<b>7,953.58</b>	<b>5,240.21</b>
Changes in inventories of finished goods, work-in-progress and stock-in-trade	<b>(2,713.38)</b>	<b>4,707.12</b>
<b><u>26. EMPLOYEE BENEFIT EXPENSE</u></b>		
Salaries , Wages, Bonus and leave Encashment	2,225.44	1,714.59
Contribution to the Provident Fund and other Funds	175.87	122.44
Welfare Expenses	121.10	76.23
<b>Total :</b>	<b>2,522.41</b>	<b>1,913.25</b>
<b>26.1 Additional disclosure as per AS 15 is provided in note number 38</b>		
<b><u>27. FINANCE COST</u></b>		
Interest Expenses	1,225.20	1,415.01
Applicable net loss on foreign currency transaction and translation	0.00	19.27
Cash Discount	169.86	211.49
<b>Total :</b>	<b>1,395.06</b>	<b>1,645.77</b>
<b><u>28. OTHER EXPENSES</u></b>		
<b>(A) Manufacturing expenses:</b>		
Stores and Consumables *	690.57	469.41
Power, fuel(Diesel) and Water Charges	1,501.71	858.76
Labour charges, sub-contracting charges and machine hire charges	917.81	631.32
Machinery and Moulds maintenance	505.00	566.75
Insurance	4.04	15.06
Packing expenses	22.26	13.41
Rent Manufacturing	22.80	22.80
Other manufacturing expenses	239.18	164.91
<b>(A)</b>	<b>3,903.38</b>	<b>2,742.42</b>

\*Breakup of stores and consumable consumption into imported and indigenous is provided in note number 31

## Notes on financial statement for the year ended March 31st,2015

₹ in Lacs except as otherwise stated

PARTICULARS	Year Ending March 31, 2015	Year Ending March 31, 2014
<b>(B)Administration, selling and establishment expenses:</b>		
Professional and Consultancy fees	315.93	157.30
Travelling, conveyance and vehicle maintenance	572.41	450.98
Postage, telegram, telephone and telex	122.45	71.16
Rent	69.15	68.44
Building Repairs and maintenance	12.98	40.37
Repairs and maintenance - Windmill	220.44	320.80
Rates and Taxes	35.71	27.58
Insurance	29.12	15.18
Annual listing fees	1.00	0.25
Windmill Expenses	89.04	148.74
Excise Duty *	1,717.07	708.85
VAT and Service Tax	147.04	146.57
Power, fuel and water charges	19.78	17.47
Other Repairs	102.45	58.51
Donations	6.93	3.30
Bank Charges	141.13	84.95
Discounts and Rate difference	624.45	576.05
Breakages and Damages	503.18	973.09
Sales promotion and Advertisement Expenses	569.96	570.90
Commission on sales	185.44	154.49
Carriage outward and Forwarding Expenses	2,553.64	1,579.71
Remission, Bad Debts and rebate	0.26	5.65
Exchange fluctuation loss	0.00	2.52
Preliminary Expenses written off	0.21	0.37
Provision for Bad and Doubtful debts / receivable	6.17	122.41
Remuneration to auditors	8.34	7.84
Penalty	0.23	0.05
Prior period items	13.91	28.36
CSR Expenses	11.14	3.33
Other Miscellaneous Expenses**	1,005.68	761.37
<b>(B)</b>	<b>9,085.23</b>	<b>7,106.58</b>
<b>Total : (A)+(B)</b>	<b>12,988.61</b>	<b>9,849.00</b>

\* Excise duty shown under expenditure represents the aggregate of excise duty borne by the company and difference between excise duty on opening and closing stock of finished goods.

\*\* Includes Rent expenses of ₹ 3.00 lacs.

**28.1 Payment to Auditors**

(In respect of debit to Profit and Loss A/c)

(A) Towards Audit Fees

Audit Fees	6.00	5.75
Tax Audit Fees	2.25	2.00
Service Tax	0.09	0.09
	<u>8.34</u>	<u>7.84</u>

(B) Towards Other Services

(Debited to Professional and Consultancy expenses)

Taxation matters	2.25	2.00
Certification Work etc.	0.93	1.33
	<u>3.18</u>	<u>3.33</u>

(C) Towards Cost Audit Fees

(Debited to Professional and Consultancy expenses)

Cost Audit Fees	0.27	0.20
	<u>0.27</u>	<u>0.20</u>
<b>Total : (A)+(B)+(C)</b>	<b>11.79</b>	<b>11.37</b>

**28.2** Expenditure in foreign currency on various accounts are reported in note number 33



## Notes on financial statement for the year ended March 31st, 2015

₹ in Lacs except as otherwise stated

PARTICULARS	Year Ending March 31, 2015	Year Ending March 31, 2014		
<b><u>29 : CONTINGENT LIABILITIES AND COMMITMENTS ( TO THE EXTENT NOT PROVIDED FOR)</u></b>				
<b>29.1 Contingent Liabilities not provided for :</b>				
a) Bank Guarantees	28.77	26.47		
b) Due towards disputed statutory liability (Total amount disputed ₹ 210.53 lacs, amount paid ₹ 16.11 lacs, net under protest ₹ 194.42 lacs)	194.42	67.09		
c) Claims against the company not acknowledged as debts	0.41	0.33		
<b>29.2 Commitments</b>				
a) Estimated amount of contracts remaining to be executed on Capital Account net of advances and not provided for	794.69	1210.37		
<b><u>30 : CONSUMPTION OF RAW MATERIAL</u></b>				
Imported	15,844.67	58.47%	11765.97	63.07%
Indigenous	11,254.26	41.53%	6889.04	36.93%
	<u>27,098.93</u>		<u>18655.01</u>	
<b><u>31 : CONSUMPTION OF STORE AND CONSUMABLES</u></b>				
Imported	53.41	7.73%	28.48	6.07%
Indigenous	637.16	92.27%	440.93	93.93%
	<u>690.57</u>		<u>469.41</u>	
<b><u>32 : VALUE OF IMPORTS ON C.I.F. BASIS</u></b>				
a)Raw Materials	13,862.75		9164.52	
b)Consumables and Stores	53.74		20.36	
c)Capital Goods	55.27		0.00	
d)Trading items	130.59		53.71	
<b><u>33 : EXPENDITURE IN FOREIGN CURRENCY</u></b>				
a)Foreign Exchange Outgo on foreign tour	71.89		67.97	
b)Foreign Exchange Outgo on Interest	50.67		119.98	
c)Foreign Exchange Outgo on Commission	14.94		2.61	
d)Foreign Exchange Outgo on Exhibition	12.44		10.51	
e)Foreign Exchange Outgo on Consultancy	39.48		11.23	
f)Foreign Exchange Outgo on Export expenses	2.75		0.00	
<b><u>34 : REMITTANCES IN FOREIGN CURRENCIES ON ACCOUNTS OF DIVIDEND TO NON - RESIDENT SHARE HOLDERS.</u></b>				
	NIL		NIL	
<b><u>35 : FOREIGN EXCHANGE EARNINGS</u></b>				
On account of export of goods on FOB basis	5,024.90		2018.84	

Project Development Expenditure is included under the head capital work in progress under fixed assets. Details are as under -

Particulars	2014-2015	2013-2014
Opening balance	567.33	116.61
Add - Expenditure incurred (including net trial production expenses capitalised)	896.44	450.72
	<u>1463.77</u>	<u>567.33</u>
Less - Capitalised during the year	139.81	0.00
	<u>1323.96</u>	<u>567.33</u>

## Notes on financial statement for the year ended March 31st,2015

₹ in Lacs except as otherwise stated

**37 : TRIAL RUN EXPENSES**

During the year the Company had commenced trial run at it's Vijaywada Plant on 18th February, 2015. The commercial production has not started. The Company has capitalised expenditure incurred during trial run net off realisable value of material produced, amounting to ₹ 76.37 lacs to preoperative expenses.

**38 : DISCLOSURE PURSUANT TO ACCOUNTING STANDARD 15 ( REVISED) EMPLOYEES BENEFITS**

The Company has adopted revised Accounting Standard 15 " Employees Benefits", issued by the Institute of Chartered Accountants of India, which is effective from 1st April,2007.

As per Accounting Standard 15 "Employees Benefits", the disclosure of employee benefits as defined in the Accounting Standard are given below.

**A. Defined contribution plan**

Contribution to the defined contribution plan recognized as expense for the year are as under

Particulars	2014-2015 ₹	2013-2014 ₹
Employers Contribution to Provident Fund (Including administrative expenses)	121.62	100.64

The Provident Fund contributions are contributed to the Regional Provident Fund Commissioner.

**B. Defined Benefit Plan**

The Employee Gratuity Fund Scheme and Leave Encasement is defined benefit plan. The present value of the obligation is based on Actuarial Valuation using Projected unit credit method.

PARTICULARS	2014-2015		2013-2014	
	GRATUITY	LEAVE ENCASHMENT	GRATUITY	LEAVE ENCASHMENT
<b>Expenses to be recognized in Profit and Loss A/c</b>				
Current service cost	42.91	42.44	27.14	30.99
Interest cost	12.50	8.83	11.47	8.93
Expected return on plan assets	(12.34)	0.00	(10.04)	0.00
Net actuarial losses/(gain)	14.36	78.95	(25.75)	(38.91)
<b>Total Expense</b>	<b>57.44</b>	<b>130.22</b>	<b>2.81</b>	<b>1.00</b>
<b>Reconciliation of opening and closing balance of changes in present value of defined benefit obligation</b>				
Opening defined benefit obligation as on 1-4-2014	147.61	108.04	155.35	118.99
Service cost	42.91	42.44	27.14	30.99
Interest cost	12.50	8.83	11.47	8.93
Actuarial gain/losses	14.18	78.95	(25.91)	(38.91)
<b>Benefits paid</b>	<b>(17.39)</b>	<b>(19.83)</b>	<b>(20.44)</b>	<b>(11.95)</b>
<b>Liabilities extinguished on settlement</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
<b>Closing defined benefit obligations as on 31-3-2015</b>	<b>199.82</b>	<b>218.44</b>	<b>147.61</b>	<b>108.04</b>
<b>Reconciliation of opening and closing balance of changes in fair value of plan assets</b>				
Opening fair value of plan assets as on 1-4-2014	121.90	0.00	107.53	0.00
Expected return on plan assets	12.34	0.00	10.04	0.00
Contribution by employer	47.71	0.00	24.92	0.00
Actuarial gain/(losses)	(0.18)	0.00	(0.16)	0.00
Benefits paid	(17.39)	0.00	(20.44)	0.00
<b>Closing balance of fair value of plan assets as on 31-3-2015</b>	<b>164.38</b>	<b>0.00</b>	<b>121.90</b>	<b>0.00</b>
<b>Net liability recognized in the balance sheet as on 31-3-2015</b>				
Defined benefit obligation as on 31-3-2015	199.82	218.44	147.61	108.04
Fair value of plan assets as on 31-3-2015	164.38	0.00	121.90	0.00
<b>Present value of unfunded obligation as on 31-3-2015</b>	<b>35.43</b>	<b>218.44</b>	<b>25.71</b>	<b>108.04</b>
Long Term unfunded obligations	0.00	122.36	0.00	70.76
Short Term unfunded obligations	35.43	96.07	25.71	37.28
<b>Actuarial Assumptions</b>				
Discount rate (per annum)	7.80%	7.80%	9.00%	9.00%
Salary increment rate (per annum)	7.00%	7.00%	7.00%	7.00%
Expected rate of return on assets	9.00%	0.00%	9.15%	0.00%
Expected average remaining working lives of employees (years)	6.16	6.16	6.11	6.12



## Notes on financial statement for the year ended March 31st, 2015

₹ in Lacs except as otherwise stated

**39 DISCLOSURE AS REQUIRED BY AS - 11 "THE EFFECT OF CHANGES IN FOREIGN EXCHANGE RATES" :****39.1 Forward Cover Contracts :**

The company has used forward cover contracts to hedge its exposure to the movements in foreign currency exchange rates. Such forward covers are used to reduce the risk which may result from foreign rates fluctuations, and is not used by the company for trading or speculation purposes.

The details of such forward contracts are as under :

## a) Details of Derivative Instruments (for hedging) :

Particulars	Amount in Foreign Currency	Currency	Equivalent Amt in ₹	Purpose
Cross Currency interest rate Swap	1.25	USD	78.24	For repayment of External Commercial Borrowing
	(17.25)	USD	(1036.72)	

## b) Details of forward contracts for currency related risk :

Particulars	Currency	Amount in Foreign Currency		Equivalent INR	
		2014-15	2013-14	2014-15	2013-14
Forward contracts	USD	53.60	49.65	3354.65	2983.73

## c) Details of foreign currency exposures that are not hedged by a derivative instrument or otherwise :

Particulars	Currency	Amount in Foreign Currency		Equivalent INR	
		2014-15	2013-14	2014-15	2013-14
Creditors	USD	18.98	0.08	1187.99	5.09
Debtors	USD	12.05	14.78	754.31	888.42
Foreign Currency Borrowings including interest payable net of forward contract	USD	8.07	6.45	505.32	387.49

**39.2 Cash Flow Hedge (Disclosure as required by AS - 30 "Financial Instruments : Recognition and Measurement")**

a) In accordance with its risk management policy and business plan, the company has hedged its cash flows. The Company has entered into Derivative contracts to offset the foreign currency risk and floating interest risk arising from the amounts denominated in currencies other than the Indian rupee and rate of interest determined at LIBOR. The counter party to the Company's foreign currency interest swap contracts is a bank. These contracts are entered into to hedge the foreign currency risks of firm commitments and highly probable forecasted transactions. The Management has assessed the effectiveness of its hedging contracts outstanding as on March 31, 2015 as required by AS 30 and accordingly the MTM Loss of 197.45 is recognized in the Hedging Reserve.

b) The following are the outstanding derivative Contracts entered into by the Company which have been designated as Cash Flow Hedges as on March 31, 2015 :

Type of Cover	Amount Outstanding at year end in Foreign Currency USD	Fair Value Gain/(Loss) ₹	Amount Outstanding at year end ₹	Exposure
Cross Currency Interest Swap	1.25 (17.25)	(197.45) (34.11)	78.24 (1036.72)	i) Buy ii) Floating Rate to Fixed Rate



### Notes on financial statement for the year ended March 31st, 2015

₹ in Lacs except as otherwise stated

The movement in hedging reserve during period ended March 31, 2015 for derivatives designated as Cash Flow Hedges is as follows :

Particulars	2014-2015	2013-2014
Balance at the beginning of the year	216.02	181.91
Gain/(Losses) transferred to income statement on occurrence of forecasted hedge transaction	Nil	Nil
Changes in the fair value of effective portion of outstanding cash flow derivative	(197.45)	34.11
Net derivative gain/(losses) related to discounted cash flow hedge Balance at the end of the year	18.57	216.02

#### 40 : OPERATING LEASE:

Where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item, they are classified as Operating Lease.

Operating lease payments are recognised as an expense in the Profit and Loss Account.

Particulars	F.Y. 2014-15	F.Y. 2013-14
<u>Non cancellable operating lease obligations</u>		
- Not Later than one year	3.45	3.45
- Later than one year but not later than five years	14.29	13.84
- Later than five years	61.03	64.93
<b>Total</b>	<b>78.77</b>	<b>82.22</b>

Rental expenses of 3.45 (P.Y. 3.04) in respect of obligation under non-cancellable operating leases have been charged to Profit and Loss Account. Further a sum of 91.50 (P.Y. 88.20) has been charged to Profit and Loss Account in respect of cancellable operating leases.

General description of leasing arrangements :

- The company has taken premises, Vehicle, Plant and Machinery on operating lease.
- Lease rentals are charged to the Profit and Loss Account for the year.
- There are no sub-leases.
- These leases are usually renewable by mutual consent on mutually agreeable terms.
- Future lease rental payments are determined on the basis of the lease payments as per the agreement.

#### 41 : EARNING PER SHARE (EPS) - THE NUMERATOR AND DENOMINATOR USED TO CALCULATE BASIC AND DILUTED EARNINGS PER SHARE

- Profit attributable to the Equity Shareholders (₹) - A	711.61	(601.81)
- Basic / Weighted average number of Equity Shares outstanding during the year - (B)	9561500	9561500
- Nominal value of Equity Shares (₹)	10	10
- Basic / Diluted Earning per Share (₹) - (A)/(B)	7.44	(6.29)



## Notes on financial statement for the year ended March 31st,2015

₹ in Lacs except as otherwise stated

**42 : SEGMENT WISE REVENUE/ RESULTS AND CAPITAL EMPLOYED (₹. IN LAKHS)****A) Segment Revenue**

a) Building Material	42,635.79	35,860.30
b) Power Generation	1,586.82	2,007.09
<b>Sub Total</b>	<b>44,222.61</b>	<b>37,867.39</b>
Less : Inter Segment Revenue	457.64	630.74
Net Sales / Income from Operations	<b>43,764.96</b>	<b>37,236.64</b>

**B) Segment Results Profit (+) / Loss(-) before tax and interest from each segment**

a) Building Material	1,683.52	(439.91)
b) Power Generation	732.54	867.99
<b>Sub Total</b>	<b>2,416.06</b>	<b>428.08</b>
Less :- (I) Interest	1,395.06	1,434.28
(II) Unallocable Expenditure net of unallocable Income	0.00	0.00
Add:- Un-allocable income Net of unallocable Expenditure	71.53	142.32
Profit Before Income Tax	<b>1,092.53</b>	<b>(863.87)</b>

**C) Capital Employed**

a) Building Material	6,378.65	6,714.42
b) Power Generation	5,001.73	4,522.18
c) Unallocable	34.71	34.71
<b>TOTAL</b>	<b>11,415.09</b>	<b>11,271.30</b>

## Notes :-

- 1) The Company has two business segments namely Building Material Products and Power Generation by Windmills.
- 2) Segment Revenue include External Sales directly identifiable with segment.
- 3) Inter segment Revenue includes power generation for captive consumption.
- 4) Expenses and assets those are directly identifiable are considered for Segment Reporting.

**43: List of persons and the relationship with related parties with whom transaction have taken place during the year with value of transactions as required by Accounting Standard 18 "Related Party Disclosure" is enclosed in Annexure.**

**44: The Company has a process whereby periodically all long term contracts (including derivative contracts) are assessed for material foreseeable losses. At the year end, the Company has reviewed and ensured that adequate provision as required under any law / accounting standards for material foreseeable losses on such long term contracts (including derivative contracts) has been made in the books of accounts.**

**45: Previous years figures have been regrouped and rearranged wherever necessary.**

As per our report of even date  
For Parag Patwa And Associates  
Chartered Accountants

On behalf of Board of Directors

(CA P. I. Patwa )

Partner

(Mem No. 041529)

Place : Pune

Date : 9th May, 2015

S. V. Patel  
Managing  
Director

J. P. Patel  
Chairman

M. K. Sharma  
CFO

Jaiwant Rege  
Company Secretary

**Schedules attached to and forming part of the Balance Sheet as at MARCH 31, 2015**

₹ in Lacs except as otherwise stated

SCHEDULE 12 :-FIXED ASSETS											
PARTICULARS	GROSS BLOCK				DEPRECIATION/AMORTISATION					NET BLOCK	
	AS AT 01.04.2014	ADDITIONS DURING THE YEAR	DEDUC- TIONS	AS AT 31.03.2015	AS AT 01.04.2014	FOR THE YEAR	DEPRECIATION TRANSFER TO RESERVE A/C	DEDUC- TIONS	AS AT 31.03.2015	AS AT 31.03.2015	AS AT 31.03.2014
	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹
<b>(A) TANGIBLE ASSET SHEET ASSETS</b>											
LAND	649.69	0.00	0.00	649.69	0.00	0.00	0.00	0.00	0.00	649.69	649.69
LEASE HOLD LAND	437.47	0.00	0.00	437.47	48.89	5.44	0.00	0.00	54.33	383.15	388.59
LAND DEVELOPMENT & FENCING	147.91	0.00	0.00	147.91	0.00	0.00	0.00	0.00	0.00	147.91	147.91
FACTORY BUILDING	5,077.30	27.61	0.00	5,104.92	1,804.88	188.40	106.25	0.00	2,099.52	3,005.39	3,272.43
BUILDING (Other than Factory Building)	1,744.50	70.10	0.00	1,814.59	256.23	112.39	161.86	0.00	530.47	1,284.12	1,488.27
PLANT & MACHINERY	3,637.94	1,017.41	0.00	4,655.35	1,898.67	248.92	0.00	0.00	2,147.59	2,507.76	1,739.27
ELECTRICAL INSTALLATION	451.69	180.54	0.00	632.23	263.28	62.48	1.37	0.00	327.13	305.10	188.41
COMPUTERS	160.69	11.39	0.00	172.08	105.46	37.10*	1.89	0.00	144.45	28.00	55.23
COMPUTER PERIPHERALS	53.58	7.02	0.00	60.60	33.73	6.23*	15.17	0.00	55.13	5.79	19.84
FURNITURE	102.98	1.68	0.00	104.66	79.06	6.90	1.39	0.00	87.35	17.31	23.91
VEHICLES	309.55	110.81	30.37	390.00	182.65	53.13	0.88	22.13	214.52	175.48	126.91
TEMPLATES, MOULDS & OTHER EQUIPMENTS	1,298.95	190.25	0.00	1,489.20	1,172.00	7.65	0.00	0.00	1,179.64	309.56	126.96
OFFICE EQUIPMENT	118.29	14.25	1.28	131.25	62.20	30.64*	10.66	0.20	103.30	28.10	56.09
LABORATORY EQUIPMENTS	42.77	0.00	0.00	42.77	21.83	4.80	0.01	0.00	26.65	16.13	20.94
ELECTRICAL GENSET	378.93	0.00	0.00	378.93	239.71	20.76	0.00	0.00	260.47	118.46	139.22
TROLLEYS	8.45	0.00	0.00	8.45	8.42	0.00	0.00	0.00	8.42	0.02	0.02
SCALE MACHINE	29.14	0.92	0.00	30.06	14.38	2.07	0.00	0.00	16.44	13.62	14.77
MATERIAL HANDLING EQUIPMENT	1,221.86	137.61	10.53	1,348.94	564.98	54.10	0.45	7.01	612.52	736.42	656.89
CANTEEN EQUIPMENTS	0.54	0.00	0.00	0.54	0.20	0.18	0.00	0.00	0.37	0.17	0.34
<b>WINDMILL ASSETS</b>											
LAND FOR WINDMILL	26.63	0.00	0.00	26.63	0.00	0.00	0.00	0.00	0.00	26.63	26.63
BUILDING	7.69	0.00	0.00	7.69	2.53	0.72	0.00	0.00	3.25	4.44	5.16
WIND ENERGY CONVERTORS	12,723.44	0.00	0.00	12,723.44	5,654.80	453.85	0.00	0.00	6,108.65	6,614.79	7,068.64
ELE. INSTALLATION (WINDMILL)	53.14	0.00	0.00	53.14	44.07	0.63	0.00	0.00	44.70	8.44	9.07
<b>SUB -TOTAL</b>	<b>28,683.14</b>	<b>1,769.58</b>	<b>42.18</b>	<b>30,410.54</b>	<b>12,457.95</b>	<b>1,296.38</b>	<b>299.93</b>	<b>29.35</b>	<b>14,024.91</b>	<b>16,386.47</b>	<b>16,225.19</b>
<b>(B) INTANGIBLE ASSET SHEET ASSETS</b>											
COMPUTER SOFTWARE	142.28	0.00	0.00	142.28	132.56	5.77	0.00	0.00	138.33	3.95	9.72
<b>WINDMILL ASSETS</b>											
INTANGIBLE RIGHTS	194.05	0.00	0.00	194.05	68.27	19.41	0.00	0.00	87.68	106.38	125.78
<b>SUB -TOTAL</b>	<b>336.33</b>	<b>0.00</b>	<b>0.00</b>	<b>336.33</b>	<b>200.84</b>	<b>25.18</b>	<b>0.00</b>	<b>0.00</b>	<b>226.01</b>	<b>110.32</b>	<b>135.50</b>
<b>TOTAL ASSETS</b>	<b>29,019.47</b>	<b>1,769.58</b>	<b>42.18</b>	<b>30,746.87</b>	<b>12,658.79</b>	<b>1,321.56</b>	<b>299.93</b>	<b>29.35</b>	<b>14,250.92</b>	<b>16,496.80</b>	<b>16,360.69</b>
<b>(C) CAPITAL WORK IN PROGRESS</b> (Including Expenses pending Capitalization)	4,271.76	2,104.96	0.00	6,376.72	0.00	0.00	0.00	0.00	0.00	6,376.72	4,271.76
<b>TOTAL CAPITAL WORK IN PROGRESS</b>	<b>4,271.76</b>	<b>2,104.96</b>	<b>0.00</b>	<b>6,376.72</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>6,376.72</b>	<b>4,271.76</b>
<b>GRAND TOTAL (A)+(B)+( C)</b>	<b>33,291.24</b>	<b>3,874.54</b>	<b>42.18</b>	<b>37,123.59</b>	<b>12,658.75</b>	<b>1,321.56</b>	<b>299.93</b>	<b>29.35</b>	<b>14,250.92</b>	<b>22,873.51</b>	<b>20,632.45</b>
*Includes depreciation capitalised during the year of ₹ 0.84 lacs.											
Note : Depreciation of Rs.299.93 lacs on account of assets whose useful life is already exhausted on April 01, 2014 has been adjusted against General Reserve net of deferred taxes pursuant to adoption of estimated useful life of fixed assets as stipulated by Schedule II of Companies Act, 2013. [Refer Note 4].											

**ANNEXURE - RELATED PARTY DISCLOSURES AS PER AS - 18**

List of persons & the relationship with related parties with whom transaction have taken place during the year with value of transactions  
(as certified by management)

**NAME OF THE RELATED PARTY -****I) Associates -**

- a) Poonam Roofing Products Pvt.Ltd.  
c) Sahyadri Enerco Pvt. Ltd.

- b) Poonam Tiles  
d) JVS Comatsco Industries Pvt. Ltd.

**II ) Key Management Personnel -**

- a) Mr.Vallabh L. Patel – Director  
c) Mr.Jayesh P. Patel - Director

- b) Mr. Purushottam L. Patel - Director  
d) Mr.Satyen V. Patel - Director

**III ) Relatives of Key Management Personnel -**

- |                            |                         |                          |                        |
|----------------------------|-------------------------|--------------------------|------------------------|
| a) Mr. V. V. Patel         | b) Mr. Chetan P. Patel  | c) Mrs. B.P.Patel        | d) Mr. J.V. Patel      |
| e) Mrs. Geeta S.Patel      | f) Mrs. Harsha J. Patel | g) Mrs. Kalpana Patel    | h) Ms. Malvi Patel     |
| i) Master Jigar J. Patel   | j) Mrs. Rashmi P Patel  | k) Mrs. Purna C Patel    | l) Mrs. Shilpa J Patel |
| m) Mrs. Trilochana V Patel | n) Mr. Hitendra Patel   | o) Ms. Sanskriti C Patel | p) Mrs. P. V. Patel    |

**Transactions during the year with related parties**

₹ in Lacs except as otherwise stated

Nature of Transactions	Associates		Key Management Personnel		Relatives Of Key Management Personnel	
	2014-2015	2013-2014	2014-2015	2013-2014	2014-2015	2013-2014
<b><u>1) Transactions during the year</u></b>						
<b>a) Unsecured Loan</b>						
a Taken during the year	221.00	14.00	233.00	0.00	0.00	0.00
b Repaid during the year	0.00	1.10	7.50	86.00	0.00	0.00
<b>b) Revenue Items</b>						
Labour Charges Expenses	87.86	72.41	0.00	0.00	0.00	0.00
Lease Charges Expenses	22.80	22.80	0.00	0.00	0.00	0.00
Trade Mark Fees	38.77	35.13	0.00	0.00	0.00	0.00
Raw Material Purchases	0.00	0.00	0.00	0.00	0.00	0.00
<b>c) Interest</b>						
Interest on Unsecured Loan paid during the year	7.75	4.61	85.39	91.55	57.75	57.75
<b>d) Rent paid</b>	3.90	0.90	0.00	0.55	5.90	5.76
<b>e) Managerial Remuneration paid during the year</b>	0.00	0.00	294.63	89.03	0.00	0.00
<b>f) Dividend Paid</b>	0.17	0.84	8.22	39.09	23.30	116.38
(Provided in P.Y. paid during the year)						
<b>g) Share Application Money received back</b>	0.00	0.00	0.00	0.00	0.00	0.00
<b>h) Sale of Investments</b>	0.00	0.00	0.48	0.00	0.00	0.00
<b><u>2) Balance outstanding as on year end</u></b>						
a) Debts Due	28.41	26.81	0.08	0.00	0.14	0.00
b) Debts receivable	0.00	0.00	0.00	0.00	0.00	0.00
c) Unsecured Loan / ICD	271.65	50.65	1,037.50	812.00	550.00	550.00
d) Deposits	41.10	41.10	0.00	0.00	16.00	11.00
e) investment in equity Shares	0.00	0.48	0.00	0.00	0.00	0.00
f) Share Application Money pending allotment	0.00	7.48	0.00	0.00	0.00	0.00
g) Debit balance in imprest a/c	0.00	0.00	0.00	14.94	0.00	0.00

**Gratuity Contribution :-**

The contribution to gratuity funds has been made on a group basis & separate figures applicable to an individual employee are not available. Hence ,contribution to gratuity funds is not been considered in the above computation.

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**As per our report of even date  
For Parag Patwa And Associates  
Chartered Accountants**

On behalf of Board of Directors

**(CA P. I. Patwa )**  
Partner  
(Mem No. 041529)  
Place : Pune  
Date : 9th May,2015

**S. V. Patel**  
Managing  
Director

**J. P. Patel**  
Chairman

**M. K. Sharma**  
CFO

**Jaiwant Rege**  
Company Secretary



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**SAHYADRI INDUSTRIES LIMITED**

CIN:L26956PN1994PLC078941

Address: 39/D, Swastik House, Gultekdi, J.N.Road, Pune-411037,

Tel.:202644 4625/26/27 Fax : 20 2644 4624, 2645 8888

Email info@silworld.In.Website: www.silworld.In

**ATTENDANCE SLIP****TWENTY FIRST ANNUAL GENERAL MEETING – 7TH AUGUST, 2015**

Name of the Member /Proxy : \_\_\_\_\_

Registered Folio No : \_\_\_\_\_

DP ID &amp; Client ID No : \_\_\_\_\_

No of Shares Held : \_\_\_\_\_

I certify that I am a member/proxy for the member of the Company.

I hereby record my presence at the TWENTY FIRST ANNUAL GENERAL MEETING of the Company at the Plot No.39, D III block, MIDC, Chinchwad, Pune 411019 at 3.30 p.m. 7th August 2015.

\_\_\_\_\_  
Name of the member/proxy\_\_\_\_\_  
\*\*Signature of the member/proxy

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Annual Report to the meeting.

\*\* To be signed at the time of handing over slip.





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**SAHYADRI INDUSTRIES LIMITED**

Regd. Office: 39/D, Swastik House, J. N. Road, Gultekdi, Pune 411037

T:+20 2644 4625/26/27 F:+20 2644 4624/2645/8888

E: cs@silworld.in , info@silworld.in W: www.silworld.in

CIN No:L26956PN1994PLC078941

**PROXY FORM**

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

Name of the Member(s) : \_\_\_\_\_  
 Registered Address : \_\_\_\_\_  
 Signature : \_\_\_\_\_  
 Folio No/Client ID : \_\_\_\_\_  
 \*DP ID : \_\_\_\_\_

I/We being the member(s) of \_\_\_\_\_ shares of the above named company hereby appoint:

1) Name : \_\_\_\_\_  
 Address : \_\_\_\_\_  
 Email ID : \_\_\_\_\_  
 Signature : \_\_\_\_\_ or failing him;

2) Name : \_\_\_\_\_  
 Address : \_\_\_\_\_  
 Email ID : \_\_\_\_\_  
 Signature : \_\_\_\_\_ or failing him;

3) Name : \_\_\_\_\_  
 Address : \_\_\_\_\_  
 Email 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 twenty first Annual General Meeting of the Company to be held on Friday, August 7, 2015 at 3.30 p.m. at No.39, D III block, MIDC, Chinchwad, Pune 411019 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolutions	For	Against
1	Consider and adopt the audited Balance Sheet as at 31st March 2015 and the Profit & Loss Account and the Cash Flow Statement for the year ended on that date and Reports of the Directors and Auditors thereon.		
2	Declaration of Dividend on Equity Shares		
3	Re-appointment of Mr.J.P.Patel as Director of the Company		
4	Appointment of Auditor and fixing their remuneration		
5	Appointment of M/s Nimkar Mohani and association as cost auditors.		



Sr. No.	Resolutions	For	Against
6	Re-appointment of Mr.D.B.Kasad as an Independent Director.		
7	Re-appointment of Mr.S.Y.Mestry as an Independent Director.		
8	Re-appointment of Mr.J.G.Awate as an Independent Director.		
9	Re-appointment of Mr.S.U.Joshi as an Independent Director.		

## Notes:

1. 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
2. For the resolutions, explanatory statements and Notes, please refer to the Notice of 21st Annual General Meeting
3. \*\* It is optional to put 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all resolution, your proxy will be entitled to vote in the manner as he / she thinks appropriate
4. Please complete all details including details of member(s) in the above box before submission.
5. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
6. In the case of jointholders, the signature of any one holder will be sufficient, but names of all the jointholders should be stated.

\*Applicable for investors holding shares in electronic form

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

Signature of shareholder.....Signature of Proxy holder .....

Affix Re. 1  
Revenue  
Stamp



#### **SAHYADRI INDUSTRIES LTD.**

Swastik House, 39 D, Gultekdi, Jawaharlal Nehru Marg, Pune - 411 037, India.

Tel: +91 20 26444625/26/27, 26452064 Fax: +91 20 26458888, 2644 4624

Email: [cs@silworld.in](mailto:cs@silworld.in), [info@silworld.in](mailto:info@silworld.in) Website : [www.silworld.in](http://www.silworld.in)

CIN No: L26956PN1994PLC078941