



International Conveyors Limited

Corporate Office : 10, Middleton Row
Post Box No. 9282, Kolkata - 700 071
CIN : L21300WB1973PLC028854
Phone : +91-33-2229 6033/1768
Facsimile : +91-33-2217 2269
Mail : icltd@iclbeltng.com
Url : iclbeltng.com

ICL/AG/2016-17/404

October 1, 2016

The Secretary,
Department of Corporate Services
Bombay Stock Exchange Limited
Floor 25, P.J.Towers,
Dalal Street,
Mumbai - 400 001

Dear Sir,

Ref: Regulation 34 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015.

Sub: Annual Report for the financial year 2015-16.

Please find enclosed herewith Annual report being approved and adopted in the annual general meeting as per the provisions of the Companies Act, 2013.

We request you to please issue your official receipt and send us, at your earliest.

Thanking you,

Yours faithfully,
For International Conveyors Ltd,

Ayushi Gupta
Company Secretary

Encl: As above



Registered Office & Works I :
Falta SEZ, Sector - II, Near Pump House No. 3
Village & Mouza - Akalmegh
Dist. South 24 Parganas, West Bengal-743 504

Works II :
E-39, M.I.D.C. Area, Chikalthana
Aurangabad - 431 006
Maharashtra

Corporate Information

Directors

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

Managing Director

Mr. R. K. Dabriwala

Chief Financial Officer

Mr. A. K. Gulgulia

Company Secretary

Ms. Ayushi Gupta (from 02.12.2015)

Auditors

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

Bankers

State Bank of India

Registered Office & Works I

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

Works-II

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

Corporate Office

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

Registrar & Share Transfer Agents

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

Directors Report

Dear members

The Board of Directors hereby submits the reports of the business and operations of your Company ('the Company or 'International Conveyors Limited), along with the audited financial statements, for the financial year ended March 31, 2016.

1. FINANCIAL RESULTS

(Amount in ₹)

Particulars	31.03.2016	31.03.2015
Profit before depreciation and taxation	12,706,434	109,990,148
Less: Depreciation	33,646,266	48,004,907
Profit/(Loss) before taxes	(20,939,832)	61,985,241
Less: Provisions for Taxation	(8,098,146)	19,225,495
Profit/(Loss) after taxes	(12,841,686)	42,759,746
Add: Profit brought from last year	14,987,929	42,538,536
Transfer from General Reserve	1,919,620	-
Profit available for appropriation	4,065,863	85,298,282
Balance appropriated as under:		
Transfer to General Reserve	-	50,000,000
Proposed Dividend	3,375,000	16,875,000
Tax on Dividend	690,863	3,435,353
Balance Carried to Balance Sheet	-	14,987,929

2. DIVIDEND

Pursuant to Re-Section 123 read with Companies (Declaration and Payment of Dividend) Rules, 2014, your Directors have recommend dividend of ₹ 0.05 per share on Equity Share of ₹ 1/- each (Previous year ₹ 0.25 per share on Equity Share of ₹ 1/- each) for the financial year ended March 31, 2016, the consequent outflow will be ₹ 40.66 lakhs including dividend tax (Previous year ₹ 203.10 lakhs including dividend tax).

3. TRANSFER TO RESERVES

In view of the loss, your Board of Directors does not propose any amount to be transferred to General Reserves during the year under review.

4. RESULT OF OPERATIONS

Your Company's operation during the year was satisfactory, given the tough business environment. The turnover of the Company including the excise duty for the year amounted to ₹ 7,766 lakhs (Previous year ₹ 10,044 lakhs).

Directors' Report

5. SUBSIDIARY

The Company has 3 (Three) wholly owned subsidiaries and 1(One) step-down Subsidiary as on March 31, 2016. There is no associate or joint venture company within the meaning of section 2(6) of the Companies Act, 2013. The audit committee reviews the consolidated financial statements of the Company and the investments made by in it unlisted subsidiary companies.

The Company does not have any material, non listed Indian subsidiary company, a statement containing salient features of the financial statements of the Company's subsidiaries in form AOC-1 is attached to the financial statements of the Company.

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

6. LISTING WITH STOCK EXCHANGES

Your Company is listed with The Bombay Stock Exchange Limited and The Calcutta Stock Exchange limited and the Company has paid the listing fees to each of the said Exchanges.

7. DIRECTORS & KMP

In terms of the Articles of Association of the Company read with Section 150, 152 of the Companies Act, 2013, Ms. Nandini Khaitan (DIN: 06941351) retires by rotation and being eligible, offers herself for re-appointment, is proposed to be re-appointed as Director of the Company from the date of this AGM.

Pursuant to the provision of Sec 196 of the Companies Act, 2013 and subject to the approval of the members in the General Meeting, the Board of Directors, on the recommendation of Nomination and Remuneration Committee, re-appointed Mr. Rajendra Kumar Dabriwala (DIN: 00086658) as Managing Director effective from October 1, 2016 for a period of 1 year as per the terms specified in the draft agreement to be placed before the ensuing AGM.

Pursuant to the provisions of Section 149 of the Act, Mr. Jinesh Suryakant Vanzara (DIN: 00239574), Mr. Kunchala Thirupal Reddy (DIN: 03330182), Mr. Lakshmikanth Tibrawalla (DIN: 00423521), Mr. Colin William Benjamin (DIN: 07093277) and Mr. Mahadeo Prasad Jhunjhunwala (DIN: 00567070) are independent directors of the company. The terms and conditions of appointment of independent are as per Schedule IV of the Act. They have submitted a declaration that each of them meets the criteria of independence as provided in section 149(6) of the Act and there has been no change in the circumstances which may affect their status as independent director during the year.

Pursuant to the provisions of section 203 of the Act, the key managerial personnel of the Company are Mr. Rajendra Kumar Dabriwala, Managing Director, Mr. Ashok Kumar Gulgulia, Chief Financial Officer and Ms. Ayushi Gupta, Company Secretary (Appointed from December 2, 2015).

8. DIRECTORS' RESPONSIBILITY STATEMENT

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

- i) In the preparation of the annual accounts for the year ended March 31, 2016, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- ii) The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2016 and of the Loss of the Company for that period;
- iii) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) The Directors have prepared the annual accounts of the Company on a 'going concern' basis.
- v) The Directors had laid down internal financial controls to be followed by the Company and that such internal financial control is adequate and operating effectively.
- vi) The directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Directors' Report

9. NUMBER OF BOARD MEETINGS

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

10. BOARD EVALUATION

According to Regulation 25(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Schedule IV of the Companies Act, 2013, a meeting of Independent Directors was held on February 9, 2016 to review the performance of the Non-Independent Directors and the Board as a whole. The details are given in the Corporate Governance Report.

11. POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

The Company policy is to have an optimum combination of executive, non- executive and independent directors to maintain the independence of the Board. As on March 31, 2016, the Board consists of 8(Eight) members, 1(one) of whom is executive, 2(Two) of them is non-executive and rest are independent directors. The Board periodically evaluates the need for change in its composition and size.

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

12. INTERNAL FINANCIAL CONTROL AND THEIR ADEQUACY

Your Company has in place adequate internal financial control policy and procedure for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial disclosures. The details in respect of internal financial control and their adequacy are included in the Management Discussion & Analysis, which forms part of this report.

13. AUDIT COMMITTEE

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

14. STATUTORY AUDITORS

M/s. Lodha & Co., Chartered Accountants, (Firm Registration No.301051E), have been appointed as Statutory Auditors of the Company to hold the office from the conclusion of the forthcoming Annual General Meeting (AGM) until the conclusion of the 44th AGM, subject to ratification of their appointment by the members at every AGMs. Accordingly, being eligible, matter relating to the ratification of appointment of the Auditors place before the Member at the forthcoming Annual General Meeting.

15. AUDITORS' REPORT

The auditors' report does not contain any reservations, qualifications or adverse remarks. The Auditors' report is attached to the Balance Sheet as at March 31, 2016.

16. SECRETARIAL AUDITORS' REPORT

Pursuant to the provisions of Section 204 read with Section 134(3) of the Companies Act, 2013 mandates Secretarial Audit of the Company to be done from the financial year commencing on or after April 1, 2015 by a Company Secretary in Practice. The Board of Directors has appointed M/s. V Gulgulia & Co., Company Secretaries for conducting secretarial audit of the Company for the financial year 2015-2016. The Secretarial auditors' report does not contain any reservations, qualifications or adverse remarks and the Secretarial Audit Report (in form MR-3) forms part of the Board's Report.

17. RISK MANAGEMENT

The Company has in place a Risk Management Policy which was reviewed by the Audit Committee and approved by the Board of Directors of the Company. The objective of risk management is to have a dynamic and an optimum balance between risk and return and ensure regulatory compliance and conformity with the Board approved policies, it starts with the identification and evaluation process which is followed by optimal use of resources to monitor and minimize the risks.

18. LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

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

Directors' Report

19. EXTRACT OF ANNUAL RETURN

An extract of the Annual Return as of March 31, 2016 pursuant to the sub-section (3) of Section 92 of the Companies Act, 2013 is forming part of the report and is attached separately.

20. PARTICULARS OF EMPLOYEES

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

Sl. No.	Name	Designation	Remuneration paid FY in 2015-16	Remuneration paid FY in 2014-15	% increase in remuneration from previous year	Ratio of remuneration to Median remuneration of employee
1.	Mr. Rajendra Kumar Dabriwala	Managing Director	79,08,533	81,00,000	Nil	25.36:1
2.	Mr. Ashok Kumar Gulgulia	Chief Financial Officer	13,28,000	7,55,329*	12.68	4.25:1
3.	Ms. Ayushi Gupta	Company Secretary	74,987	NA	NA	0.24:1

* Remuneration paid to Mr. A. K. Gulgulia for the FY 2014-15, is from August, 2014.

Percentage increase in remuneration of each Managing Director, Chief Financial Officer (CFO), Company Secretary in the financial year 2015-16:

Mr. Rajendra Kumar Dabriwala (Managing Director): Nil

Mr. Ashok Kumar Gulgulia (CFO): 12.68

Ms. Ayushi Gupta (Company Secretary): NA

Percentage increase in median remuneration of employees in the financial year 2015-16 - 13%

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

The average increase in remuneration is as per the policy of retention of talent.

Comparison of remuneration of each KMP against performance of company:

Sl. No.	Name	Designation	Remuneration paid FY 2015-16	% Increase in remuneration from previous year	PAT	% Decrease in PAT
1.	Mr. Rajendra Kumar Dabriwala	Managing Director	79,08,533	Nil	(12,841,685)	130.03%
2.	Mr. Ashok Kumar Gulgulia	Chief Financial Officer	13,28,000	12.68		
3.	Ms. Ayushi Gupta	Company Secretary	74,987	NA		

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

Particulars	31.03.2016	31.03.2015	% Variation
Market Capitalisation	1,130,625,000	1,721,250,000	(34.31)
Price Earnings Ratio	(88.16)	40.48	(317.80)

Directors' Report

Key parameters for any variable remuneration of directors:

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

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

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

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

21. CORPORATE GOVERNANCE

The Company is committed to maintain the highest standards of corporate governance and adhere to the corporate governance requirements laid down in SEBI LODR. The requisite Certificate from the Statutory Auditor of the Company confirming compliance with the conditions of corporate governance as stipulated under SEBI LODR is included as a part of this report.

22. DEPOSITS

Pursuant to Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014, the Company has not accepted any deposit from the public/member during the year.

23. DECLARATION GIVEN BY INDEPENDENT DIRECTORS

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

24. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

There were no contracts/ arrangements/ transactions with related parties which could be considered material in accordance with the policy of the Company or materiality of related party transactions, all contacts / arrangements / transactions with related party were on arm's length basis. Information on transactions with related parties pursuant to section 134(3)(h) of the Act read with rule 8(2) of the Companies (Accounts) Rules, 2014 are given in Form AOC-2 and the same forms part of this report.

25. POLICY ON RELATED PARTY TRANSACTION

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

26. FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

It is the responsibility of the Directors/ senior managerial employees of the Company to intimate to the Independent Director about the Company's strategy, operations, product and service offerings, markets, finance, quality etc. to make Independent Director familiarize with the strategy, operations and functions of the Company.

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

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

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

28. CORPORATE SOCIAL RESPONSIBILITY (CSR)

In pursuant to the provisions of section 135 and Schedule VII of the Companies Act, 2013, the Board has constituted a CSR Committee. Details of CSR Committee given in Corporate Governance Report. The policy is available on the Company's Website at <http://www.iclbelting.com/resources/reports/cgr/CorporateSocialResponsibilityPolicy.pdf>.

29. VIGIL MECHANISM

In terms of Section 177(9) & (10) of the Companies Act, 2013, a Vigil Mechanism has been established for Directors and employees of the Company to report genuine concerns and the same has been displayed on the Company's Website at <http://www.iclbelting.com/resources/reports/gnrl/Vigil%20Mechanism.pdf>.

Directors' Report

30. ACKNOWLEDGEMENTS

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

For and on behalf of the Board of Directors

Place : Kolkata
Date : May 30, 2016

R. K. Dabriwala
Managing Director

M. P. Jhunjunwala
Director

Annexure to the Directors' Report

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

A. CONSERVATION OF ENERGY

To improve its operational performance in all areas, like production, yield, plant utilisation and others, while reducing the consumption of fuel, power, stores and others, we have continued our efforts. To save energy conservation few steps were taken towards our objective during the year under review:

At Aurangabad, Maharashtra

- Voltage stabiliser commissioned for ICP 1.
- All 250 Watts HPMV lamps are replaced by 85 Watts CFL in factory premises.

Consumption per unit of production for the year 2015-16:

Particulars	(KWH)	(₹)
Purchased Units from Electricity Board	2356637	18,562,009
Units generated (DG)	10084	180,425
Total	2366721	18,742,434
Rate per unit	-	7.92
Consumption per meter of manufacture	13.76	-

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

Sl. No.	Product Name	Unit of Capacity / production	Installed Capacity in 'KWH'	Quantity produced in 'KWH'	Capacity utilised (%)	Value of Production (in ₹)
1	Wind Mill at Chitradurga Dist., Karnataka	KWH	1400000	987665	70.55	696,556
2	Wind Mill at Panchpatta Dist., Maharashtra	KWH	1600000	1280180	80.01	898,078
3	Wind Mill at Kutch Dist., Gujarat	KWH	4700000	2535419	53.94	2,483,232
4	Wind Mill at Kurnool Dist., Phase - I, Andhra Pradesh	KWH	1700000	1422170	83.66	5,984,302
5	Wind Mill at Kurnool Dist., Phase - II, Andhra Pradesh	KWH	1700000	1294209	76.13	6,007,082

B. TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION

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

Annexure to the Directors' Report

C. FOREIGN EXCHANGE EARNING AND OUTGO

(₹ in lakhs)

Foreign exchange used and earned	2015-16	2014-15
a) Foreign Exchange Earnings	4,361.52	5,911.81
b) C.I.F. Value of Imports	2,143.45	3,146.47
c) Expenditure/Claims etc. in foreign currency	707.12	696.20

For and on behalf of the Board of Directors

Place : Kolkata
Date : May 30, 2016

R. K. Dabriwala
Managing Director

M. P. Jhunjhunwala
Director

Directors' Report

Form No. AOC-2

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

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

Sl. No.	Particulars	Details
1	Details of contracts or arrangements or transactions not at arm's length basis:	Not Applicable
2	Details of material contracts or arrangement or transactions at arm's length basis:	
(a)	Name(s) of the related party and nature of relationship:	International Conveyors Australia Pty Ltd International Conveyors America Ltd., INC
(b)	Nature of contracts/arrangements/transactions:	Purchase and sales of goods.
(c)	Duration of the contracts / arrangements/transactions:	As per normal business practice
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any:	Goods are sold at market rate on arm's length basis
(e)	Date(s) of approval by the Board, if any:	Not applicable, since the contract was entered into in the ordinary course of business and on arm's length price.
(f)	Amount incurred during the year	International Conveyors Australia Pty Ltd- ₹ 161,076,469 International Conveyors America Ltd, INC- ₹ 82,180,820

For and on behalf of the Board of Directors

Place : Kolkata
Date : May 30, 2016

R. K. Dabriwala
Managing Director

M. P. Jhunjunwala
Director

Directors' Report

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

For the financial year ended March 31, 2016

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

To,
The Members,
International Conveyors Ltd.

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

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the Financial Year ended on **March 31, 2016** complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by Company for the financial year ended on March 31, 2016 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made there under;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v. The following Regulations (as amended from time to time) 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 (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (Not applicable to the Company during audit period);
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not applicable to the Company during audit period);
 - f) The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not applicable to the Company during audit period); and
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not applicable to the Company during audit period);
- vi. Other Laws applicable to the Company namely:
 - 1) Air (Prevention and Control of Pollution) Act, 1981 and the rules and standards made thereunder.
 - 2) Water (Prevention and Control of Pollution) Act, 1974 and Water (Prevention and Control of Pollution) Rules, 1975

Directors' Report

- 3) The Environment Protection Act, 1986 and the rules, notifications issued thereunder.
- 4) Factories Act, 1948 and allied State Laws.
- 5) The Income Tax Act, 1961
- 6) The Central Excise Act, 1944
- 7) The Finance Act, 1994

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

- i. Secretarial Standards issued by The Institute of Company Secretaries of India.
- ii. The Listing Agreements entered into by the Company with BSE Limited and The Calcutta Stock Exchange Limited read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 notified with effect from December 1, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and a Women Director. 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 and Listing Agreement.

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

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

We 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 as also represented by the management.

We further report that during the audit period, the company has no specific events/actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

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

Vineeta Gulgulia
(Proprietor)

ACS No.: 36867 CP No.:13743

Place: Kolkata
Date: May 30, 2016

Directors' Report

'Annexure A'

To,
The Members
International Conveyors Ltd.

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

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

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

Vineeta Gulgulia
(Proprietor)

Place: Kolkata
Date: May 30, 2016

ACS No.: 36867 CP No.:13743

Directors' Report

Form No. MGT-9

Extract of ANNUAL RETURN as on the financial year ended on 31.03.2016

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

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

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	PVC Fire Resistant Antistatic Solid Woven Coal Conveyor Belting, Trading goods, Wind Energy	1399	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No.	Name and address of the Company	CIN/GLN	Holding/Subsidiary/ Associate	% Of Shares Held	Applicable Section
1	International Belting Limited, 10, Middleton Row, Kolkata-700 071	U25209WB2006PLC110267	Subsidiary	100	2(87)
2	Conveyor Holdings Pte. Limited, 80 Raffles Place #26-01 UOB Plaza, Singapore, 048624	NA	Subsidiary	100	2(87)
3	International Conveyors America Limited, INC 2711 Centreville Road, Suite No 400, Wilmington, New Castle 19808	NA	Subsidiary	100	2(87)
4	International Conveyors Australia Pty Limited, Level 48, 101 Collins Street, Melbourne VIC 3000	NA	Subsidiary	100	2(87)

Directors' Report

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

i) Category-wise Share Holding

Category of Shareholders	No of Shares held at the beginning of the year [As on 01-April-2015]				No of Shares held at the end of the year [As on 31-March-2016]				% change during the Year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	10961945	0	10961945	16.2398	4922265	0	4922265	7.2922	-55.0968
b) Central Govt									
c) State Govt(s)									
d) Bodies Corp.	6796320	0	6796320	10.0686	5081320	0	5081320	7.5279	-25.2342
e) Banks/FI									
f) Any other									
Sub-total (A)(1)	17758265	0	17758265	26.3084	10003585	0	10003585	14.8201	-43.6680
(2) Foreign									
a) NRIs - Individuals	12883900	0	12883900	19.0873	15234759	0	15234759	22.5700	18.2465
b) Other - Individuals									
c) Bodies Corp.									
d) Banks/FI									
e) Any other									
Sub-total (A)(2)	12883900	0	12883900	19.0873	15234759	0	15234759	22.5700	18.2465
Total shareholding of Promoter (A)=(A)(1)+(A)(2)	30642165	0	30642165	45.3957	25238344	0	25238344	37.3901	-17.6352
B. Public Shareholding									
1. Institutions									
a) Mutual Funds									
b) Banks/FI									
c) Central Govt									
d) State Govt(s)									
e) Venture Capital Funds									
f) Insurance Companies									
g) FIs	26202400	0	26202400	38.8184	15403000	0	15403000	22.8193	-41.2153
h) Foreign Venture Capital Funds									
i) Others (specify)									
Alternate Investment Funds									
Foreign Portfolio Investors	0	0	0	0.0000	10799400	0	10799400	15.9993	100.0000
Provident Funds / Pension Funds									
Qualified Foreign Investor									
Sub-total(B)(1):-	26202400	0	26202400	38.8184	26202400	0	26202400	38.8186	0.0000
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	1403117	30000	1433117	2.1231	1234293	30000	1264293	1.8730	-11.7802
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹1 lakh	2682018	249880	2931898	4.3436	3001277	221880	3223157	4.7750	9.9341

Directors' Report

Category of Shareholders	No of Shares held at the beginning of the year [As on 01-April-2015]				No of Shares held at the end of the year [As on 31-March-2016]				% change during the Year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	6241566	0	6241566	9.2468	11492166	0	11492166	17.0254	84.1231
c) Others (Specify)									
Non Resident Indians	46590	0	46590	0.0690	26519	0	26519	0.0393	-43.0801
Qualified Foreign Investor									
Custodian of Enemy Property									
Foreign Nationals									
Clearing Members	2264	0	2264	0.0034	53021	0	53021	0.0785	2241.9170
Trusts									
Foreign Bodies-D R									
Foreign Portfolio Investors									
NBFCs registered with RBI	0	0	0	0.0000	100	0	100	0.0001	100.0000
Employee Trusts									
Domestic Corporate Unclaimed Shares Account									
Sub-total(B)(2):-	10375555	279880	10655435	15.7859	15807376	251880	16059256	23.7913	50.7142
Total Public Shareholding (B)=(B)(1)+ (B)(2)	36577955	279880	36857835	54.6043	42009776	251880	42261656	62.6099	14.6613
C. Shares held by Custodian for GDRs & ADRs									
Grand Total (A+B+C)	67220120	279880	67500000	100.0000	67248120	251880	67500000	100.0000	0.0000

ii) Shareholding of Promoters-

Sl. No.	Shareholder's Name	Shareholding at the beginning of the Year			Shareholding at the end of the Year			% change in share holding during the Year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
1	SURBHIT DABRIWALA/AFNPD3718C	6474000	9.5911	0.0000	8824859	13.0739	0.0000	36.3123
2	YAMINI DABRIWALA/AEIPD7884D	6409900	9.4961	0.0000	6409900	9.4961	0.0000	0.0000
3	RAJENDRA KUMAR DABRIWALA/AFOPD3779E	5412620	8.0187	0.0000	2426620	3.5950	0.0000	-55.1674
4	DABRI PROPERTIES AND TRADING COMPANY LIMITED/AAACD8673P	2300000	3.4074	0.0000	2300000	3.4074	0.0000	0.0000
5	IGE (INDIA) PRIVATE LIMITED/AAACI2678B	3368800	4.9908	0.0000	2153800	3.1908	0.0000	384.0022
6	RITU DALMIA/AGIPD3031A	826286	1.2241	0.0000	826286	1.2241	0.0000	0.0000
7	SUJATA SARAF/ALMPS8672F	800000	1.1852	0.0000	800000	1.1852	0.0000	0.0000
8	SMITI SOMANY/ALNPS7138R	790000	1.1704	0.0000	790000	1.1704	0.0000	0.0000
9	R. C. A. LIMITED/AABCR6015J	1127520	1.6704	0.0000	627520	0.9297	0.0000	-44.3451
10	INDU DABRIWALA/ADEPD5990M	48000	0.0711	0.0000	48000	0.0711	0.0000	0.0000
11	PUSHPA BAGLA/ADRPB6361M	34180	0.0506	0.0000	31359	0.0465	0.0000	-8.2534
12	RAJENDRA KUMAR DABRIWALA/AACHR7622B	3050859	4.5198	0.0000	0	0.0000	0.0000	-100.0000
	TOTAL	30642165	45.3958	0.0000	25238344	37.3901	0.0000	-17.6352

Directors' Report

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

Sl. No.	Name of the Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	DABRI PROPERTIES AND TRADING COMPANY LIMITED/AAACD8673P				
	At the beginning of the year	2300000	3.4074		
	At the end of the year	2300000	3.4074	2300000	3.4074
2	I G E (INDIA) PRIVATE LIMITED/AAACI2678B				
	At the beginning of the year	3368800	4.9908		
	As on 24/04/2015 - Transfer	-1225000	1.814815	2143800	3.176
	As on 01/05/2015 - Transfer	10000	0.01481	2153800	3.1908
	At the end of the year	2153800	3.1908	2153800	3.1908
3	R. C. A. LIMITED/AABCR6015J				
	At the beginning of the year	1127520	1.6704		
	As on 01/05/2015 - Transfer	-700000	1.03704	427520	0.6334
	As on 08/05/2015 - Transfer	200000	0.29629	627520	0.9297
	At the end of the year	627520	0.9297	627520	0.9297
4	RAJENDRA KUMAR DABRIWALA/AACHR7622B				
	At the beginning of the year	3050859	4.5198		
	As on 29/05/2015 - Transfer	-3050859	4.519791111	0	0
	At the end of the year	0	0	0	0
5	INDU DABRIWALA/ADEPD5990M				
	At the beginning of the year	48000	0.0711		
	At the end of the year	48000	0.0711	48000	0.0711
6	PUSHPA BAGLA/ADRPB6361M				
	At the beginning of the year	34180	0.0506		
	As on 01/05/2015 - Transfer	-500	0.00074074	33680	0.0499
	As on 08/05/2015 - Transfer	-1621	0.00240148	32059	0.0475
	As on 15/05/2015 - Transfer	-700	0.00103704	31359	0.0465
	At the end of the year	31359	0.0465	31359	0.0465
7	YAMINI DABRIWALA/AEIPD7884D				
	At the beginning of the year	6409900	9.4961		
	At the end of the year	6409900	9.4961	6409900	9.4961
8	SURBHIT DABRIWALA/AFNPD3718C				
	At the beginning of the year	6474000	9.5911		
	As on 17/04/2015 - Transfer	-700000	1.03703704	5774000	8.5541
	As on 29/05/2015 - Transfer	3050859	4.51979111	8824859	13.0739
	At the end of the year	8824859	13.0739	8824859	13.0739
9	RAJENDRA KUMAR DABRIWALA/AFOPD3779E				
	At the beginning of the year	5412620	8.0187		
	As on 24/04/2015 - Transfer	-3300000	4.8888889	2112620	3.1298
	As on 08/05/2015 - Transfer	314000	0.46518519	2426620	3.595
	At the end of the year	2426620	3.595	2426620	3.595

Directors' Report

Sl. No.	Name of the Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
10	RITU DALMIA/AGIPD3031A				
	At the beginning of the year	826286	1.2241		
	At the end of the year	826286	1.2241	826286	1.2241
11	SUJATA SARAF/ALMPS8672F				
	At the beginning of the year	800000	1.1852		
	At the end of the year	800000	1.1852	800000	1.1852
12	SMITI SOMANY/ALNPS7138R				
	At the beginning of the year	790000	1.1704		
	At the end of the year	790000	1.1704	790000	1.1704

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

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	FAST CAPITAL MARKETS LIMITED/ AAACF3907A				
	At the beginning of the year	99226	0.1470		
	As on 24/04/2015 - Transfer	3300000	4.8889	3399226	5.0359
	As on 01/05/2015 - Transfer	66803	0.0990	3466029	5.1349
	As on 08/05/2015 - Transfer	-3466029	5.1349	0	0.0000
	At the end of the year	0	0.0000	0	0.0000
2	LOTUS GLOBAL INVESTMENTS LTD/ AAACL6080E				
	At the beginning of the year	4299400	6.3695		
	At the end of the year	4299400	6.3695	4299400	6.3695
3	ELARA INDIA OPPORTUNITIES FUND LIMITED/AABCE6307N				
	At the beginning of the year	6500000	9.6296		
	At the end of the year	6500000	9.6296	6500000	9.6296
4	INDIA MAX INVESTMENT FUND LIMITED/ AABCI5500R				
	At the beginning of the year	2403000	3.5600		
	At the end of the year	2403000	3.5600	2403000	3.5600
5	ERISKA INVESTMENT FUND LTD / AACCE7601G				
	At the beginning of the year	6500000	9.6296		
	At the end of the year	6500000	9.6296	6500000	9.6296
6	CRESTA FUND LTD / AADCC2634A				
	At the beginning of the year	6500000	9.6296		
	At the end of the year	6500000	9.6296	6500000	9.6296
7	MADHURI KELA / ADGPK4711M				
	At the beginning of the year	1615000	2.3926		
	At the end of the year	1615000	2.3926	1615000	2.3926

Directors' Report

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
8	NAVIN KUMAR BHARTIA / ADTPB8802D				
	At the beginning of the year	750000	1.1111		
	As on 25/12/2015 - Transfer	300	0.0004	750300	1.1116
	As on 31/12/2015 - Transfer	1530	0.0023	751830	1.1138
	As on 08/01/2016 - Transfer	1000	0.0015	752830	1.1155
	At the end of the year	752830	1.1153	752830	1.1153
9	DEEPSHIKHA KHAITAN / AGCPK8668E				
	At the beginning of the year	750000	1.1111		
	At the end of the year	750000	1.1111	750000	1.1111
10	MADHUSUDAN KELA / AHMPK8610P				
	At the beginning of the year	1615000	2.3926		
	At the end of the year	95000	0.1407	1710000	2.5333
		1710000	2.5333	1710000	2.5333
11	SHANTANU KEJRIWAL / AJRPK6478J				
	At the beginning of the year	820000	1.2148		
	As on 26/06/2015 - Transfer	900	0.0013	820900	1.2161
	As on 29/01/2016 - Transfer	3700	0.0055	824600	1.2216
	At the end of the year	824600	1.2216	824600	1.2216

v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	RAJENDRA KUMAR DABRIWALA				
	At the beginning of the year	5412620	8.0187		
	As on 24/04/2015	-3300000	4.8889	2112620	3.1298
	As on 08/05/2015	314000	0.4652	2426620	3.5950
	At the end of the year	2426620	3.5950	2426620	3.5950
2	JINESH SURYAKANT VANZARA				
	At the beginning of the year	0	0.0000	0	0.0000
	At the end of the year	0	0.0000	0	0.0000
3	SUNIT OM PRAKASH MEHRA				
	At the beginning of the year	0	0.0000	0	0.0000
	At the end of the year	0	0.0000	0	0.0000
4	LAKSHMIKANT TIBRAWALLA				
	At the beginning of the year	2930	0.0043		
	At the end of the year	2930	0.0043	2930	0.0043
5	MAHADEO PRASAD JHUNJHUNWALA				
	At the beginning of the year	200	0.0003		
	At the end of the year	200	0.0003	200	0.0003
6	KUNCHALA THIRUPAL REDDY				
	At the beginning of the year	0	0.0000	0	0.0000
	At the end of the year	0	0.0000	0	0.0000

Directors' Report

Sl. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
7	ASHOK KUMAR GULGULIA				
	At the beginning of the year	3400	0.0050		
	At the end of the year	3400	0.0050	3400	0.0050
8	COLIN WILLIAM BENJAMIN				
	At the beginning of the year	0	0.0000	0	0.0000
	At the end of the year	0	0.0000	0	0.0000
9	NANDINI KHAITAN				
	At the beginning of the year	0	0.0000	0	0.0000
	At the end of the year	0	0.0000	0	0.0000
10	AYUSHI GUPTA				
	At the beginning of the year	0	0.0000	0	0.0000
	At the end of the year	0	0.0000	0	0.0000

INDEBTEDNESS

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

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	451167118	132297140	0	583464258
ii) Interest due but not paid	484866	362693	0	847559
iii) Interest accrued but not due	159238	201370	0	360608
Total (i+ii+iii)	451811222	132861203	0	584672425
Change in Indebtedness during the financial year				
*Addition	0	195351669	0	195351669
*Reduction	217577380	0	0	217577380
Net Change	217577380	195351669	0	22225711
Indebtedness at the end of the financial year				
i) Principal Amount	233867505	328163557	0	562031062
ii) Interest due but not paid	278461	49315	0	327776
iii) Interest accrued but not due	87876	0	0	87876
Total (i+ii+iii)	234233842	328212872	0	562446714

Directors' Report

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl. No.	Particulars of Remuneration	Name of MD Mr. Rajendra Kumar Dabriwala	Total Amount
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	5,200,000	5,200,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	2,708,533	2,708,533
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	NIL	NIL
2	Stock Option	NIL	NIL
3	Sweat Equity	NIL	NIL
4	Commission - as % of profit - others, specify...	NIL	NIL
5	Others, please specify	NIL	NIL
	Total (A)	7,908,533	7,908,533
	Ceiling as per the Act	8,400,000	8,400,000

B Remuneration to other directors:

Sl. No.	Particulars of Remuneration	Name of Directors	Total Amount
1	Independent Directors		
	* Fee for attending board committee meetings	MR. M. P. JHUNJHUNWALA	155,000
		MR. L. K. TIBRAWALLA	155,000
		MR. J. S. VANZARA	105,000
		MR. K. T. REDDY	120,000
		MR. C. W. BENJAMIN	30,000
	* Commission		NIL
	* Others, please specify		NIL
	Total (1)		565,000
2	Other Non-Executive Directors		
	* Fee for attending board committee meetings	MS. NANDINI KHAITAN	60,000
		MR. SUNIT MEHRA	60,000
	* Commission		NIL
	* Others, please specify		NIL
	Total (2)		120,000
	Total (B)=(1+2)		685,000
	Total Managerial Remuneration		685,000
	Overall Ceiling as per the Act	₹ 1 Lakh per Board or Committee Meeting	

Directors' Report

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

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			Total
		Company Secretary (Arpita Daga till May 2015)	Company Secretary (Ayushi Gupta from Dec 2015)	CFO (Ashok Kumar Gulgulia)	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	15050	47581	822000	884631
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	27406	506000	533406
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NIL	NIL	NIL	NIL
2	Stock Option	NIL	NIL	NIL	NIL
3	Sweat Equity	NIL	NIL	NIL	NIL
4	Commission - as % of profit - others, specify	NIL	NIL	NIL	NIL
5	Others, please specify				
	Total	15050	74987	1328000	1418037

VII PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

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

Management Discussion And Analysis Report

OVERVIEW

International Conveyors Limited is engaged in the manufacture and marketing of solid woven fabric reinforced PVC impregnated and PVC covered fire retardant, anti static conveyor belting in India since 1978 a rich and valuable experience of 38 years.

The Company is a public limited Company incorporated and domiciled in India and has its registered office in Falta SEZ, West Bengal. The Company has its primary listings on BSE Limited and CSE Limited in India.

These financial statements are prepared in accordance with the Indian Generally Accepted Accounting Principles (GAAP). GAAP comprises mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013('the Act') read with Rule 7 of the Companies (Accounts) Rules, 2014, the Provision of the Act (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). Accounting policies have been consistently applied, except where a newly – issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

INDUSTRY STRUCTURE AND DEVELOPMENTS

International Conveyors Limited is 2nd largest manufactures of PVC Fire Resistant Antistatic Solid Woven Coal Conveyor Belt with an operational production of 212,531 meters, for the year 2015-16. It serves as a chain right from the stage of conveying semi-finished goods till final rolling out of finished goods.

Countries like USA, Canada, Australia, China, South Africa, India, Russia, Poland, Ukraine, etc. have underground mines producing coal and other minerals and the obvious use is FRAS PVC Conveyor Belting but due to the uniqueness of the product, only a handful of manufacturers have found success in manufacturing and marketing this product. Coal remains the second-largest energy source worldwide, behind petroleum and other liquids until 2030. From 2030 through 2040, it is the third-largest energy source, behind both liquid fuels and natural gas. World coal consumption increases from 2012 to 2040 at an average rate of 0.6% per year, from 153 quadrillion Btu in 2012 to 169 quadrillion Btu in 2020 and to 180 quadrillion Btu in 2040.

The top three coal-consuming countries are China, the United States, and India, which together account for more than 70% of world coal use. State-owned Coal India Ltd (CIL) has achieved an 8.5% growth rate in production at 536 million tonnes (MT) in 2015-16, but missed the output target of 550 MT for the just-concluded financial year.

OPPORTUNITIES AND THREATS

Opportunities

- Strong economic growth in India and resultant demand for energy.
- Cheapest source of energy and would ensure continuous demand vis-à-vis other energy sources.
- Increased business opportunity through the use of imported coal by blending the same with domestic coal to remove mismatch in quantity and quality.

Management Discussion and Analysis Report

Threats

- Difficulty in obtaining clearances in respect of coal resources under forest cover & tribal lands.
- Large tract of coal bearing zones being situated in populated areas & thus prone to operational disruptions.
- Change in policies/ regulations governing the sector
- Possibility of negative impact of climate change initiatives on the use of coal.
- Near total dependence on Indian Railways for evacuation of coal.

SEGMENT-WISE AND PRODUCT-WISE PERFORMANCE

The segment-wise and product-wise performances of the Company are given in the notes to accounts for the year ended March 31, 2016.

OUTLOOK

Market forecasts show the long term outlook & trends for Belt Manufacturing. The market for conveyor belt is expected to increase at the rate of 5-10% per annum including the replacement market. Accordingly, the market potential for conveyor belts estimated to increase. Coal India plans to incentivise underground mining and consider reopening six such closed mines as contribution from underground mines to total coal production has fallen to just 8%.

Persistently declining coal production from underground mines has become a serious concern, Breaking this trend by enhancing production and productivity of underground mines is the biggest challenge, Over the past few years, there is a growing consensus over the need for increasing coal production from underground coal mines.

The share of underground coal mining in India has slumped from 16% to 8% over the last ten years, the reason for this might be the geological level, Indian underground coal blocks were not continuous and hence longwall technology mining implemented in earlier decades had failed.

RISKS AND CONCERNS

Risks are evaluated based on the probability and impact of each risk. Risk Owners prepare their risk plans which include responsibilities and timeliness. These are periodically updated for the actions taken. In the normal course of business, the Company is exposed to certain financial risks, principally payment risk, competitor risk, foreign exchange risk, risk associated with compliance, environment risk, industry risk, industrial relation risk, reputation risk etc. These risks are managed through risk management policies that are designed to minimize the potential adverse effects of these risks on financial performance. The policies are reviewed and approved by the Board. Your Company has identified the following risks:

- Our revenues and expenses are difficult to predict and can vary significantly from period to period, which could cause our share price to decline.
- Risks of non-availability and price fluctuation on raw material as well as energy.
- We may not be able to sustain our previous profit margins or levels of profitability.
- Attrition and non-availability of the required talent resources can affect the performance of the Company.
- The increase in competition can create pressure on margins, market share etc.
- Currency fluctuations and declining interest rate may affect the results of our operations.
- Any increase in operating cost, interest rate may adversely affect the finance cost and profitability.
- The changes in various economic parameters including growth, inflation and interest rate.
- Global concerns about environment may put restrictions on coal production thereby reducing demand for PVC conveyor belting.
- Continued low crude prices may affect the demand for coal which may act negatively for PVC belting market.
- New and changing corporate governance and public disclosure requirements and uncertainty to our compliance policies and increase our costs of compliance.
- Low Coal prices may not motivate coal producer to produce more coal thereby restricting growth in demand for PVC belting.

Management Discussion and Analysis Report

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has robust internal systems and processes in place for smooth and efficient conduct of business and complies with relevant laws and regulations. A comprehensive delegation of power exists for smooth decision making. Elaborate guidelines for preparation of accounts are followed consistently for uniform compliance. In order to ensure that all checks and balances are in place and all internal control systems are in order, regular and exhaustive internal audits are conducted by experienced firms of accountants in close co-ordination with company's Internal Audit Department.

The Audit Committee of the Board of Directors actively reviews the adequacy and effectiveness of internal control systems and suggests improvement for strengthening them as appropriate. The summary of the Internal Audit observations and status of implementations are submitted to the Audit Committee and is reviewed by it on a regular basis and concerns, if any, are reported to the board.

FINANCIAL PERFORMANCE

During the year 2015-2016 the Company recorded net sales of ₹ 7,556.18 lakhs as compared to net sales of ₹ 9,739.47 lakhs in 2014-2015. The Company derived 36.49% of its sales from within India and balance 63.51 % of its sales derived from Exports. Profit/(loss) before tax were at ₹ (209.40) lakhs and Profit/(loss) after tax were at ₹ (128.42) lakhs for the year ended March 31, 2016 as compared to ₹ 619.85 lakhs and Profit after tax were at ₹ 427.60 lakhs for the financial year ended March 31, 2015 respectively. The total cost of materials has decreased from ₹ 5513.91 lakhs in 2014- 2015 to ₹ 3142.75 lakhs in 2015-2016.

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

The Company recognizes the need to have optimum level of human resource and orientation towards team efforts for sustained growth and performance. Your Company believes that people constitutes the strength of an organization and has established systems that reduces hierarchy and fosters performance, transparency, fairness and empowerment at all levels. The relations with Company's work force continue to be very cordial and their un-stinted co-operation has enabled your Company to achieve continuous growth, both quantitatively and qualitatively. The commitment of the workforce is one of the strong pillars for the sustenance of growth in the years ahead.

Employer – employee relations continued to remain cordial during the year. Training and development of employees continued to be an area of prime importance. The devotion and commitment of our employees has enabled the Company to fulfill its targets and deadlines in time. The total number of people employed in the Company as on March 31, 2016 was 100.

CAUTIONARY STATEMENT

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

For and on behalf of the Board of Directors

Place : Kolkata
Date : May 30, 2016

R. K. Dabriwala
Managing Director

M. P. Jhunjunwala
Director

Corporate Governance Report

[Pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "SEBI LODR")]

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Corporate Governance is a set of systems and practices to ensure that the affairs of the Company are being managed in a way which ensures accountability, transparency and fairness in all its transactions. The Company's philosophy on Corporate Governance oversees business strategies and ensures fiscal accountability, ethical behavior and fairness to all stakeholders comprising regulators, employees, customers, vendors, investors and the society at large.

Pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") the Company has executed fresh Listing Agreements with the Stock Exchanges.

DISCLOSURES AND TRANSPARENCY

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

Some aspects of Corporate Governance related to the year 2015-16 are appended below:

(A) BOARD OF DIRECTORS:

(i) Composition

The Board of Directors of the Company have an optimum combination of Executive, Non-Executive and Independent Directors who have an in-depth knowledge of business, in addition to the expertise in their areas of specialization. The Board comprises of 8 (Eight) Directors that includes one Woman Director. All the Directors of the Company, except the Managing Director are Non-Executive Directors. The composition of the Board of Directors is in conformity with the SEBI Listing Regulations. The Company did not have any pecuniary relationship or transactions with the Non-Executive Directors during the period under review. During the year, none of the Directors of the Company was a member of more than 10 Committees or Chairman of more than 5 Committees in companies in which he/she was a Director. Company's Directors promptly notify any change(s) in the committee positions as and when they take place.

Corporate Governance Report

Attendance of Directors at Board meetings, Last Annual General Meeting (AGM) and number of other Directorship(s) & Committee Chairmanship/Membership of each Director in other Listed Companies:

Sl. No.	Name of Directors	Category	No. of Board Meetings attended during the year	Attendance at last AGM	No. of Other Directorship in Listed company as on March 31, 2016	No. of committee positions held in other Companies*	
						Member	Chairman
1	Mr. R. K. Dabriwala	Executive Director	4	Yes	1	-	-
2	Mr. M. P. Jhunjhunwala	Non-Executive Independent Director	4	Yes	-	-	-
3	Mr. L. K. Tibrawalla	Non-Executive Independent Director	4	Yes	1	-	-
4	Ms. Nandini Khaitan	Non-Executive Director	2	No	4	-	-
5	Mr. J. S. Vanzara	Non-Executive Independent Director	3	Yes	-	-	-
6	Mr. K.T. Reddy	Non-Executive Independent Director	4	No	-	-	-
7	Mr. S. Mehra	Non-Executive Director	2	No	-	-	-
8	Mr. Colin William Benjamin	Non-Executive Independent Director	1	No	-	-	-

* only Membership/chairmanship of Audit Committee, Investor Grievance and Stakeholder's Relationship Committee have been considered.

(ii) Meetings of the Board of Directors

The Board of Directors of the company met four times during the year 2015-2016 held on 30th May 2015, 12th August 2015, 6th November 2015 and 9th February 2016. Meeting of Board of Directors were held to review the quarterly results and other items on the Agenda and the gap between two meetings did not exceed one hundred twenty days.

INDEPENDENT DIRECTORS

Company has complied with the definition of Independent Director as per The Companies Act, 2013 and SEBI LODR Regulations, 2015. The Company has also obtained declarations from all the independent Directors as required under Section 149(7) of the Companies Act, 2013.

PERFORMANCE EVALUATION OF DIRECTORS

The Nomination and Remuneration Committee has devised criteria for performance evaluation of all Directors including Independent Director. The performance evaluation has been done by the entire Board of Directors, except the Director concerned being evaluated. The said criteria for performance evaluation provide certain parameters like attendance at meetings, heading Board Sub-committees, interpersonal skills etc.

MEETING OF INDEPENDENT DIRECTORS

Meeting of Independent Directors was held on February 9, 2016, Mr. M. P. Jhunjhunwala Chairman of the Meeting, in the presence of all other Independent directors, presented the views of Independent Directors on matters relating to Board processes and the overall affairs of the Company.

FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

The Company has complied with the terms of Regulation 25(7) of the Listing Regulations whereby the Company is required to conduct familiarization programmes for Independent Directors to familiarize them with their roles, rights, responsibilities in the company, nature of the industry in which the Company operates, business model of the Company etc.

Corporate Governance Report

Independent Directors are provided with necessary documents, reports and internal policies to enable them to familiarize with the Company's procedures and practices.

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

(B) COMMITTEES OF THE BOARD OF DIRECTORS

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

(i) AUDIT COMMITTEE

The audit committee of the Company is constituted in line with the provisions of Regulation 18 of SEBI Listing Regulations, read with Section 177 of the Companies Act 2013.

The Audit Committee is responsible for reviewing with the management the financial statements and adequacy of internal audit function and to discuss significant internal audit findings.

Composition and Meetings

The Committee comprises of:

Name of Member	Category	Number of meetings during the financial year 2015-2016	
		Held	Attended
*Mr. J. S. Vanzara	Non-Executive Independent Director	4	3
Mr. L. K. Tibrawalla	Non-Executive Independent Director	4	4
Mr. M. P. Jhunjhunwala	Non-Executive Independent Director	4	4

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

The audit committee invites such of the executives, as it considers appropriate (particularly head of the finance function), representatives of the statutory auditors and representative of the internal auditors to be present at its meetings, the Company Secretary act as the Secretary to the Audit Committee. During the year under review, the Committee met on 30.05.2015, 12.08.2015, 06.11.2015 and 09.02.2016 and the gap between two meetings did not exceed four months. Each member had attended all Committee Meetings held at the above mentioned dates except Mr. J. S. Vanzara who was not present in one Meeting held on 30.05.2015.

The audit committee of the Company is constituted in line with the provisions of Regulation 18 of the Listing Regulation entered into with the stock exchanges read with Section 177 of the Act.

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

1. Overview of the Company's financial reporting process and financial information disclosure;
2. Review with the management, the annual and quarterly financial statements before submission to the board; matters to be included into the Directors Responsibility Statement;
3. Monitoring the auditor's independence and performance, and effectiveness of audit processes;
4. Review with the Management, the Internal and External Audit Reports and adequacy of the internal control systems and risk management system.
5. Review the functioning of the Vigil Mechanism;
6. Recommending the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees and confirm their independence.
7. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

(ii) NOMINATION AND REMUNERATION COMMITTEE

The Committee is mainly entrusted with the responsibility of formulating Criteria for determining the qualifications,

Corporate Governance Report

positive attributes and independence of the present and proposed Directors as well as recommending a policy to the Board relating to the remuneration of Directors, KMP and other employees.

Composition and Meetings

As per the requirement of Section 178 of the Act and Regulation 19 of the Listing Regulation, the Nomination and Remuneration Committee comprises of 3 Directors, all of them are Non-executive Directors as well as Independent Director.

The Committee comprises of:

Name of Member	Category	Number of meetings during the financial year 2015-2016	
		Held	Attended
Mr. J. S. Vanzara	Non-Executive Independent Director	2	2
Mr. L. K. Tibrawalla	Non-Executive Independent Director	2	2
Mr. M. P. Jhunjunwala*	Non-Executive Independent Director	2	2

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

During the year under review the Committee met on 30.05.2015 and 06.11.2015. Each member had attended all Committee meeting held at the above mentioned dates.

Terms of Reference of the Committee

- To identify persons who are qualified to become Director and who may be appointed in Senior Management Personnel,
- To carry out evaluation of every Director's performance,
- To formulate the criteria for determining qualifications, positive attributes and independence of a Director and for evaluation of Independent Directors and the Board.
- To carry out any other function as is mandated by the Board from time to time,

Details of Directors' Remuneration for the year ended March 31, 2016

(Amt in ₹)

Sl. No.	Name	Salary	Perquisites and Allowances	Sitting Fees	Total
i)	Executive Director:				
	Mr. R. K. Dabriwala Managing Director	52,00,000	27,08,533	-	79,08,533
ii)	Non-Executive Directors:				
	Mr. M. P. Jhunjunwala			1,55,000	1,55,000
	Mr. L. K. Tibrawalla			1,55,000	1,55,000
	Mr. J. S. Vanzara	-	-	1,05,000	1,05,000
	Mr. K. T. Reddy			1,20,000	1,20,000
	Mr. S. Mehra			60,000	60,000
	Ms. Nandini Khaitan			60,000	60,000
	Mr. Colin William Benjamin			30,000	30,000

Corporate Governance Report

(iii) STAKEHOLDERS RELATIONSHIP COMMITTEE

The Stakeholder's Relationship Committee has the mandate to review and redress shareholder's complaints.

Composition and Meetings

The Committee comprises of:

Name of Member	Category	Number of meetings during the financial year 2015-2016	
		Held	Attended
Mr. R. K. Dabriwala	Managing Director	1	1
Mr. L. K. Tibrawalla*	Non-Executive Independent Director	1	1
Mr. M. P. Jhunjhunwala	Non-Executive Independent Director	1	1

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

Mr. A. K. Gulglia acted as the Secretary of the Committee. During the year under review, the Committee met on 30.05.2015.

During the year, there were no investor complaints pending unresolved at the end of the financial year 2015-16.

(iv) CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

CSR Committee framed a mechanism for implementation of CSR projects or activities undertaken by the Company and also monitors CSR policy from time to time.

Composition and Meetings

The Committee comprises of:

Name of Member	Category	Number of meetings during the financial year 2015-2016	
		Held	Attended
Mr. R. K. Dabriwala*	Managing Director	1	1
Mr. M. P. Jhunjhunwala	Non-Executive Independent Director	1	1
Mr. L. K. Tibrawalla	Non-Executive Independent Director	1	1

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

(C) GENERAL BODY MEETINGS:

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

Financial year	Date	Time	Location	No. of Special Resolution(s) Passed
2014-2015	26.09.2015	2.00 PM	Falta SEZ, Sector-III, Near Pump House No. 3, Village and Mouza-Akalmegh, Dist. 24 Parganas (S), West Bengal-743504	1
2013-2014	26.09.2014	2.00 PM	Falta SEZ, Sector-III, Near Pump House No. 3, Village and Mouza-Akalmegh, Dist. 24 Parganas (S), West Bengal-743504	1
2012-2013	04.09.2013	2.00 PM	10, Middleton Row, Kolkata – 700 071	1

(ii) No Extra-Ordinary General Meeting was held during the financial year 2015-16.

(iii) Postal Ballot

During the financial year ended March 31, 2016, no resolution was passed through Postal Ballot.

Corporate Governance Report

(D) DISCLOSURES

(i) Disclosures on materially significant Related Party Transactions

None of the transactions with any of the related parties were in conflict with the Company's interest. The Details of related party transactions are given in the Notes to Accounts (Note) of the Annual Report which have been reviewed / approved by the Audit Committee.

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

(ii) Details of non-compliance by the Company, penalties and strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last years

The Company has, complied with all requirement of the Listing Agreements(s), entered with BSE and CSE, as well as regulations and guidelines of SEBI. Consequently, no penalties or strictures are imposed by SEBI or the Stock Exchanges or any statutory authority for non-compliance of any matter related to the Capital markets.

(iii) Disclosure of Accounting Treatment

The financial statements of the Company have been prepared in accordance with the applicable accounting standards as issued by the Institute of Chartered Accountants of India and notified by the Central Government under section 133 of the Companies Act, 2013.

(iv) Management Discussion and Analysis Report

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

(v) Code of Conduct

In terms of Regulation 17(5) of the Listing Regulations, there exists a Code of Conduct, laid down by the Board, for all the Board Members and Senior Management Personnel of the Company. The Board Members and Senior Management Personnel have affirmed compliance with this Code in terms of Regulation 26(3) of the Listing Regulations. A declaration to this effect for the financial year 2015-2016 from the CEO of the Company is annexed to this Report.

The full text of the Code has been disclosed on the Company's website under the <http://www.iclbelting.com/resources/reports/gnrl/Code%20of%20Conduct%20for%20Directors.pdf>.

(vi) Vigil Mechanism

The Company promotes ethical behavior in all its business activities and has put in place a mechanism for reporting illegal or unethical behavior. The Company has a Vigil policy and it provides adequate safeguards against victimization of Director(s)/ employee(s) and direct access to the Chairman of the Audit Committee in exceptional cases

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

(vii) Status of Non-Mandatory Requirements

Non-mandatory requirements on Corporate Governance as prescribed in Part E of Schedule II to the Regulation 27 (1) of the listing Regulation will be implemented by the Company when required and/or deemed necessary by the Board.

(viii) CEO and CFO Certification

The CEO and CFO of the Company has given a certificate to the Board of Directors as per Part B of Schedule II to the Regulation 17 (8) of the listing Regulation for the year ended March 31, 2016.

(ix) Subsidiary companies

The Company has 3 (Three) wholly owned subsidiaries and 1(One) step-down Subsidiary. The consolidated financial statements of the Company and the investments made by in it unlisted subsidiary companies are reviewed by the audit committee.

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

Corporate Governance Report

(x) Means of Communication

The financial results of the Company quarterly/yearly are communicated to the Stock Exchanges where shares of the Company are listed and published in leading newspaper like Business Standard and Kaalantar (Regional). The Company's results and official news releases were displayed on the Company's website www.iclbelting.com

(E) GENERAL SHAREHOLDERS' INFORMATION:

(i)	Annual General Meeting	
	43rd Annual General Meeting	
	Date	Saturday, September 24, 2016
	Time	2:00 P.M.
	Venue	Falta SEZ, Sector-II, Near Pump House No. 3, Village and Mouza - Akalmegh, Dist. 24 Parganas (s), West Bengal-743504
(ii)	Financial Calendar Year	April 1, 2016 to March 31, 2017
(iii)	For Adoption of Quarterly Results	Expected Date
	- Quarter ending June 30, 2016	2nd Week of August, 2016
	- Quarter ending September 30, 2016	2nd Week of November, 2016
	- Quarter ending 31st December 2016	2nd Week of February, 2017
	- Year and quarter ending March 31, 2017	Last Week of May, 2017
(iv)	Book Closure	September 20, 2016 to September 24, 2016 (both days inclusive)
(v)	Expected Dividend payment date	September 29, 2016
(vi)	Listing on Stock Exchange	The Company's shares are listed at:-
		(i) The Calcutta Stock Exchange Ltd (CSE) 7, Lyons Range, Kolkata – 700 001
		(ii) BSE Ltd (BSE) Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400 001
		Listing fees for the year 2016 -2017 have been paid to all the aforesaid Stock Exchanges.
(vii)	Stock Codes	10019039 (CSE) 509709 (BSE)

(viii) Stock Market Price Data for the year 2015-2016

Month	BSE			SENSEX (BSE)	
	High (₹)	Low (₹)	Volume (BSE)	High	Low
Apr-15	38.25	23.50	57,85,235	29094.61	26897.54
May-15	46.25	34.30	9,21,909	28071.16	26423.99
Jun-15	43.80	34.05	1,15,284	27968.75	26307.07
Jul-15	39.90	35.05	2,17,282	28578.33	27416.39
Aug-15	40.70	24.25	1,32,740	28417.59	25298.42
Sep-15	34.00	26.00	29,840	26471.82	24833.54
Oct-15	34.00	26.55	24,256	27618.14	26168.71
Nov-15	36.00	26.00	5,08,906	26824.30	25451.42
Dec-15	31.95	27.20	3,47,712	26256.42	24867.73
Jan-16	30.80	21.00	1,98,394	26197.27	23839.76
Feb-16	29.80	18.10	20,988	25002.32	22494.61
Mar-16	21.50	16.25	92,689	25479.62	23133.18

Corporate Governance Report

(ix) Registrar & Share Transfer Agents and Shareholders' Correspondence:

The Company has engaged Maheshwari Datamatics Pvt. Ltd., 6, Mangoe Lane, Kolkata – 700001 (MDPL), a SEBI registered Share Transfer Agent for processing transfer, sub-division, consolidation, splitting of securities, etc.

For transfer/dematerialization of shares and any other query relating to the shares of the Company, kindly contact Registrar and Share Transfer Agent.

(x) Unclaimed Dividend/ Shares:

Pursuant to Sections 205A and 205C of the Companies Act, 1956 and other applicable provisions, if any, of the act, the Company is required to transfer the amount of dividend remained unclaimed for a period of seven years from the date of transfer to the Investor Education and Protection Fund (IEPF).

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

Financial Year	Type	Date of Declaration	Dividend Paid	Unclaimed Dividend as on 31.03.2016		Due date for transfer to IEPF
				(₹)	%	
2008-2009	Final	17.09.2009	48,65,918	28588.00	0.588	16.10.2016
2009-2010	Interim	21.10.2009	33,75,000	17514.00	0.519	19.11.2016
2009-2010	Final	27.09.2010	1,01,25,000	55588.20	0.549	26.10.2017
2010-2011	Final	28.09.2011	1,01,25,000	69350.55	0.685	27.10.2018
2011-2012	Final	25.07.2012	1,68,75,000	103178.25	0.612	23.08.2019
2012-2013	Final	04.09.2013	1,68,75,000	114436.00	0.678	03.10.2020
2013-2014	Final	26.09.2014	1,68,75,000	53516.75	0.318	25.10.2021
2014-2015	Final	26.09.2015	1,68,75,000	56515.00	0.334	25.10.2022

(xi) Share Transfer System

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

(xii) Distribution of Shareholding as on March 31, 2016

No. of Shares	No. of Shareholders	No. of Shares held	% of holding to total Shares
1-500	1182	198482	0.2940
501-1000	235	207546	0.3075
1001-2000	149	240325	0.3560
2001-3000	53	139480	0.2066
3001-4000	36	131601	0.1950
4001-5000	24	113842	0.1687
5001-10000	48	355850	0.5272
10001 and above	119	66112874	97.9450
Total	1846	67500000	100.00

Corporate Governance Report

(xiii) Pattern of Shareholding as on March 31, 2016

Sl. No.	Category	No. of Shareholders	Total No. of Shares	Percentage of Shareholdings
1	Promoters Group			
	Individuals / HUF (Indian)	6	4922265	7.2922
	Individuals (NRI / Foreign Individuals)	2	15234759	22.5700
	Bodies Corporate (Indian)	3	5081320	7.5279
	Total shareholding of promoter and promoter group	11	25238344	37.3901
2	Non-Promoter Group			
	Indian – Bodies Corporate	53	1264293	1.8730
	Indian – Individual holding nominal share capital up to ₹ 2 Lakhs	1723	3671893	5.4398
	Indian – Individual holding nominal share capital in excess of ₹ 2 Lakhs	16	11043430	16.3606
	Foreign Institutional Investors	5	26202400	38.8184
	NBFCs registered with RBI	1	100	0.0001
	Non-Resident Individuals	18	26519	0.0393
	Clearing Member	19	53021	0.0785
	Total Public Shareholding	1835	42261656	62.6099

(xiv) Dematerialisation of Shares

99.627% of the Company's total shares representing 67248120 shares were held in dematerialized form as on March 31, 2016 and the balance 0.373% representing 251880 shares were in physical form.

(xv) Demat ISIN Number in NSDL & CDSL

INE575C01027

(xvi) Number of Employees

Location wise break-up of the number of employees of the Company as on March 31, 2016:

Location	No. of employees
1) Corporate Office	15
2) Aurangabad Works	79
3) Registered Office and Falta Works	6
Total	100

(xvii) Factory Locations

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

(xviii) Reconciliation of Share Capital and Audit Report

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

Corporate Governance Report

(xix) Service of documents through electronic mode

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

(xx) Outstanding GDR/ADR Warrants or Convertible Bonds

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

For any query on Annual Report etc. please contact:

International Conveyors Limited

10, Middleton Row, Kolkata – 700 071

Telephone: 033- 2229 6033

Fax: 033-2217 2269

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

Website: www.iclbeltng.com

For and on behalf of the Board of Directors

Place : Kolkata
Date : May 30, 2016

R. K. Dabriwala
Managing Director

M. P. Jhunjhunwala
Director

Corporate Governance Report

DECLARATION BY THE MANAGING DIRECTOR ON THE CODE OF CONDUCT

A Code of Conduct for the Directors and Senior Management Personnel has already been approved by the Board of Directors of the Company. As stipulated under the provisions of Regulation 26(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, all the Directors and the designated personnel in the Senior Management of the Company have affirmed compliance with the said code for the financial year ended March 31, 2016.

Place : Kolkata

Date : May 30, 2016

For and on behalf of the Board of Directors

R. K. Dabriwala

Managing Director

AUDITORS CERTIFICATE ON COMPLIANCE OF CORPORATE GOVERNANCE

**To the Members of
International Conveyors Limited**

We have examined the compliance of conditions of Corporate Governance of International Conveyors Limited for the year ended March 31, 2016, as stipulated in Clause 49 of the Listing Agreement ("Listing Agreement") of the Company with the stock exchanges for the period 1st April 01, 2015 to 30th November 30, 2015 and as per the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as referred to in Regulation 15 (2) of the Listing Regulations for the period from 1st December 01, 2015 to 31st March 31, 2016.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance, as stipulated in the Listing Agreement and Listing Regulations. 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 explanations given to us, as well as according to the representations made by the Directors and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Agreement and Listing Regulations in all material aspects

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 **Lodha & Co.**

Chartered Accountants

Firm's ICAI Registration No: 0301051E

Place: Kolkata

Date: May 30, 2016

H K Verma

Partner

Membership No.: 055104

Corporate Governance Report

CEO & CFO CERTIFICATION

To the Members of International Conveyors Limited

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

- a) We have reviewed the financial statements and the cash flow statement for the year ended March 31, 2016 and that to the best of our knowledge and belief:
 - i. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. These statements together present a true and fair view of the Company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
- b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year ended March 31, 2016 which are fraudulent, illegal or violative of the Company's code of conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d) We have indicated to the auditors and the Audit Committee that:
 - i. There have been no significant changes in internal control over financial reporting during the year;
 - ii. There have been no significant changes in accounting policies during the period;
 - iii. There have been no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For International Conveyors Ltd.

Place : Kolkata
Date : May 30, 2016

Rajendra Kumar Dabriwala
Managing Director

Ashok Kumar Gulgulia
Chief Financial Officer

Directors' Report

ANNUAL REPORT ON CSR ACTIVITIES

(For the Financial Year 2015-16)

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

1) A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and project or programs.	The CSR Committee evolved a policy to spend the amount towards the activities mentioned in Clause i & ii of Schedule VII of the Companies Act, 2013.
Web link- http://www.iclbelting.com/resources/reports/cgr/CorporateSocialResponsibilityPolicy.pdf	
2) The Composition of CSR Committee	Mr. R. K. Dabriwala - Chairman Mr. M. P. Jhunjhunwala - Member Mr. L.K. Tibrawalla - Member
3) Average net profit of the Company for last three financial years.	Average net profit of ₹ 111,065,117.67
4) Prescribed CSR Expenditure (two percent of the amount as in item 3 above).	₹ 2,221,302.35
5) Details of CSR spent during the financial year:	
(a) Total amount to be spent for the financial year	₹ 2,221,302.35
(b) Amount Unspent, if any	NIL

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

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Sl. No.	CSR Project or activity Identified	Sector in which the project is covered	Projects or programs- (1) Local area or other (2) Specify the State and district where projects or programs was undertaken	Amount outlay (budget) project or programs wise	Amount spent on the projects or programs (Sub-heads: 1- Direct expenditure on projects or programs 2- Overheads)	Cumulative exp- expenditure upto to the reporting period	Amount spent: Direct or through implementing agency
1.	Education- Institutional Development	(a) Promoting education	Society for Integrated Development of Himalayas	600,000	600,000	NA	Direct
2.	Education- Institutional Development	Promoting education, including special education and livelihood enhancement projects.	Hind Charity Trust, Chinchwadgaon, Pune, India	1,650,000	1,650,000	NA	Direct
TOTAL				2,250,000	2,250,000	2,250,000	

Directors' Report

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

- NOT APPLICABLE

7. Responsibility Statement of the CSR Committee that the implementation and monitoring of CSR policy, is in compliance with CSR objectives and policy of the Company.

We hereby declare that implementation and monitoring of the CSR policy are in compliance with CSR objectives and policy of the Company.

Place : Kolkata
Date : May 30, 2016

R. K. Dabriwala
Managing Director

M.P.Jhunjunwala
Director

Independent Auditors' Report

To the Members of International Conveyors Limited

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of International Conveyors Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss, Cash Flow Statement for the year then ended, significant accounting policies and other notes for the year ended on that date.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' 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 auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

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

- a) In the case of the Balance Sheet, of the state of affairs of the Company as at 31st March 2016;
- b) In the case of the statement of Profit and Loss, of the loss of the Company for the year ended on that date;
- c) In the case of the cash flow statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the "Annexure A", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

Independent Auditors' Report

As required by Section 143(3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
- b) In our opinion proper books of account as required by law have been kept by the Company so far as 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 Balance Sheet, Statement of Profit and loss and Cash Flow Statement comply with the Accounting Standards specified under section 133 of the Act;
- e) On the basis of the written representations received from the directors as on March 31, 2016, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016, from being appointed as a director in terms of section 164 (2) of the Act.
- f) With respect to the adequacy of the Internal Financial Controls Over Financial Reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- g) 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:
 - i. Pending litigations having material impact on the financial position of the Company have been disclosed in the financial statement as required in terms of the accounting standards and provisions of the Companies Act, 2013– refer Note no. 29.1(i) and 29.1(i).1 of the financial statements;
 - ii. The Company does not have any long-term contracts, including derivative contracts, for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

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

H. K. Verma
Partner
Membership No. 055104

Place: Kolkata
Date: May 30, 2016

Annexure to the Independent Auditors' Report

"Annexure A" to the Auditor's Report of even date:

- i) a. The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- b. The management during the year has physically verified all fixed assets. According to the information and explanations given to us, there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the Company and nature of its assets. As explained, no material discrepancies have been noticed on such verification.
- c. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- ii) As explained to us, the inventories of the Company except materials lying with the third parties have been physically verified by the management at reasonable intervals during the year / at the year-end. In our opinion and according to the information and explanations given to us, the frequency of the verification is reasonable. The discrepancies noticed on verification between the physical stocks and the book records were not material to the extent verified.
- iii) According to the information and explanations given to us, the Company has granted unsecured loans to companies which are covered in the register maintained under Section 189 of the Act.
 - a. In our opinion and according to the informations and explanations given to us, the terms and conditions of the grant of loans are prima facie not prejudicial to the interest of the Company;
 - b. In respect of the loans granted by the Company, there were no stipulations with respect to repayment of principal amounts. As such, we are unable to comment on the regularity or otherwise of repayment of such loans. However, the Company is regular in receiving the interest on such loans.
 - c. As informed to us, having regard to the terms and conditions of the loans, there are no overdue amount outstanding in respect of such loans and interest thereon.
- iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made.
- v) The Company has not accepted any deposits from public covered under Sections 73 to 76 or any other relevant provisions of the Act and rules framed thereunder.
- vi) According to the information and explanations given to us, the maintenance of cost records under Section 148(1) of the Act has not been prescribed and as such, paragraph 3(vi) of the Order is not applicable to the Company.
- vii) a. According to the information and explanations given to us, during the year, the Company has generally been regular in depositing to the appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of Customs, duty of excise, value added tax, cess and other statutory dues as applicable to it. However, according to the information and explanations given to us, there is no undisputed amounts payable in respect of these which were in arrears as on 31st March, 2016 for a period of more than six months from the date they became payable.
- b. According to the information and explanations given to us, the details of disputed dues of income tax, sales tax, service tax, duty of customs, duty of excise, and Value added Tax, if any, as at 31st March, 2016, not deposited on account of any dispute are as follows:

Name of the Statute	Nature of the Dues	Relating to the year	Amount (₹)	Forum where dispute is Pending
Income Tax Act, 1961	Income Tax	2009-2010	1,059,825	Income Tax Appellate Tribunal

- viii) In our opinion and on the basis of information and explanations given to us by the management, we are of the opinion that the Company has not defaulted in repayment of dues to financial institutions and banks. There are no debenture holders.
- ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments). In our opinion and according to the information and explanations given to us, the term loans have been applied for the purpose for which they were raised.

Annexure to the Independent Auditors' Report

- x) During the course of our examination of books of account carried out in accordance with generally accepted auditing practices in India, we have neither come across any incidence of fraud on the Company by its officers or employees nor have we been informed of any such cases by the management.
- xi) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V of the Act.
- xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

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

H. K. Verma
Partner
Membership No. 055104

Place: Kolkata
Date: May 30, 2016

Annexure to the Independent Auditors' Report

"Annexure B" referred to in our report of even date

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

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

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls Over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Annexure to the Independent Auditors' Report

Opinion

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

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

Place: Kolkata
Date: May 30, 2016

H. K. Verma
Partner
Membership No. 055104

Balance Sheet as at March 31, 2016

(Amount in ₹)

Particulars	Note No.	As at March 31, 2016	As at March 31, 2015
I. EQUITY AND LIABILITIES			
(1) Shareholders' Fund			
(a) Share capital	2	67,500,250	67,500,250
(b) Reserves and surplus	3	742,949,860	759,857,409
(2) Non-current liabilities			
(a) Long-term borrowings	4	2,123,336	7,319,568
(b) Long-term provisions	5	1,663,347	1,192,845
(3) Current liabilities			
(a) Short-term borrowings	6	554,711,494	542,892,311
(b) Trade payables	7		
Total Outstanding dues of micro enterprises and small enterprises	7.1	-	-
Total Outstanding dues of creditors other than micro enterprises and small enterprises	7.2	75,455,532	135,961,007
(c) Other current liabilities	8	17,849,466	39,114,820
(d) Short-term provisions	9	8,413,093	21,946,027
TOTAL		1,470,666,378	1,575,784,237
II. ASSETS			
(1) Non-current assets			
(a) Fixed assets			
(i) Tangible assets	10	220,086,048	229,269,790
(ii) Intangible assets	10	1,342,711	1,875,065
(iii) Capital work-in-progress		12,969,865	25,812,868
(b) Non-current investments	11	527,774,523	528,024,567
(c) Deferred tax assets (net)	12	12,274,070	3,762,615
(d) Long-term loans and advances	13	17,997,455	18,680,905
(e) Other non-current assets	14	56,836,315	12,032,860
(2) Current assets			
(a) Inventories	15	123,353,834	167,867,043
(b) Trade receivables	16	318,859,012	308,918,509
(c) Cash and Bank balances	17	11,975,776	43,086,278
(d) Short-term loans and advances	18	165,693,490	232,798,927
(e) Other current assets	19	1,503,279	3,654,810
TOTAL		1,470,666,378	1,575,784,237

Summary of significant accounting policies

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Notes to financial statements

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The notes are an integral part of the Financial Statements

As per our report of even date

For & on behalf of the Board

For **LODHA & CO.**
Chartered Accountants

R. K. Dabriwala
Managing Director

M. P. Jhunjhunwala
Director

H. K. Verma
Partner

A. K. Gulgulia
Chief Financial Officer

Ayushi Gupta
Company Secretary

Place : Kolkata

Date : May 30, 2016

Statement of Profit and Loss for the year ended March 31, 2016

(Amount in ₹)

Particulars	Note No.	For the year ended March 31, 2016	For the year ended March 31, 2015
REVENUE			
Revenue from operations (Gross)			
Sale of Products (Less : Returns, Claims etc.)	20	776,658,094	1,004,440,760
Other operating revenue	21	4,490,922	1,769,353
		781,149,016	1,006,210,113
Less : Excise Duty		25,531,165	32,263,252
Revenue from Operations		755,617,851	973,946,861
Other Income	22	37,849,783	32,790,899
Total Revenue		793,467,634	1,006,737,760
EXPENSES			
Cost of Materials consumed	23	314,274,589	551,390,669
Purchase of Stock in Trade	24	95,864,790	17,071,473
Changes in Inventories of Finished Goods, Work in Progress & Stock in Trade	25	64,031,958	(14,714,741)
Employee Benefits Expense	26	87,712,874	92,300,620
Finance Costs	27	56,663,127	48,366,147
Depreciation and Amortization Expense	10	33,646,266	48,004,907
Other Expenses	28	162,213,862	202,333,444
Total Expenses		814,407,466	944,752,519
Profit/(Loss) before tax		(20,939,832)	61,985,241
Tax Expenses			
Current		-	21,000,000
Tax for earlier year		413,309	-
Deferred Tax Charge/(Credit)		(8,511,455)	(1,774,505)
		(8,098,146)	19,225,495
Profit/(Loss) after tax		(12,841,686)	42,759,746
Earning per Equity Share			
- Basic		(0.19)	0.63
- Diluted		(0.19)	0.63

Summary of significant accounting policies

Notes to financial statements

The notes are an integral part of the Financial Statements

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As per our report of even date

For **LODHA & CO.**
Chartered Accountants

H. K. Verma
Partner

Place : Kolkata
Date : May 30, 2016

For & on behalf of the Board

R. K. Dabriwala
Managing Director

A. K. Gulgulia
Chief Financial Officer

M. P. Jhunjunwala
Director

Ayushi Gupta
Company Secretary

Cash Flow Statement for the year ended March 31, 2016

(Amount in ₹)

	Year ended March 31, 2016	Year ended March 31, 2015
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit/(Loss) before Tax	(20,939,832)	61,985,241
Adjustment for		
Depreciation	33,646,266	48,004,907
Provision for Bad and Doubtful Debts	-	3,302,864
(Profit)/Loss on sale of Fixed Assets (Net)	(146,566)	674,948
(Profit)/Loss on sale of Long-Term Investment (Net)	(1,128,155)	-
Liquidated Damages / Rebate & discount	16,006,938	3,562,280
Dividend from Long Term Investment	(2,002,146)	(1,970,441)
Finance Costs	56,663,127	48,366,147
Interest Income	(20,530,208)	(25,294,383)
Liability/Provision for doubtful deposit written off/ (back) (Net)	(3,536,513)	(201,255)
Operating profit/(loss) before working capital changes	58,032,911	138,430,308
Adjustment for		
Trade and other receivables	81,912,475	(10,535,128)
Inventories	44,513,209	19,085,022
Trade and other payables	(50,734,060)	(23,815,614)
	75,691,624	(15,265,720)
Cash generated from Operation	133,724,535	123,164,588
Direct Taxes (Paid)/Refund received	(1,716,274)	(16,171,896)
Net Cash from/(used in) Operating Activities	132,008,261	106,992,692
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	(12,257,224)	(11,898,319)
Sale of Fixed Assets	1,291,623	1,001,704
(Purchase)/Sale of Investments	1,378,199	(105,922,050)
Investments in subsidiary	-	(64)
(Loans Given)/Recovery of loan given to bodies corporate	(30,804,364)	20,507,525
Loans Given to Subsidiary	2,956,808	(33,779,192)
Dividend received	202,146	170,441
Deposits with bank (original maturity more than 3 months)	(11,969,824)	(5,361,694)
Interest received	15,089,095	34,200,871
Net Cash from/(used in) Investing Activities	(34,113,541)	(101,080,778)

Cash Flow Statement for the year ended March 31, 2016

	(Amount in ₹)	
	Year ended March 31, 2016	Year ended March 31, 2015
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds/(Repayment) from Borrowings	(21,433,195)	36,191,196
Dividend Paid (Including Corporate Dividend Tax thereon)	(20,295,371)	(19,755,936)
Interest paid	(56,243,025)	(47,874,646)
Net cash from/(used in) Financing Activities	(97,971,591)	(31,439,386)
Net Increase/(Decrease) in Cash and Cash Equivalents	(76,871)	(25,527,472)
Cash and Cash Equivalents at the beginning of the year	7,170,244	32,697,716
Cash and Cash Equivalents at the end of the year (Refer Note 17)	7,093,373	7,170,244

Note :

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

As per our report of even date

For **LODHA & CO.**
Chartered Accountants

H. K. Verma
Partner

Place : Kolkata
Date : May 30, 2016

For & on behalf of the Board

R. K. Dabriwala
Managing Director

A. K. Gulgulia
Chief Financial Officer

M. P. Jhunjunwala
Director

Ayushi Gupta
Company Secretary

Notes Forming Part of the Financial Statements as at March 31, 2016

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

1.1. General

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

1.2. Use of Estimates

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

1.3. Fixed Assets, depreciation and amortization

1.3.1 Tangible Assets

a) Gross Block

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

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

b) Depreciation is provided on written down value method as per Schedule II of the Companies Act, 2013 based on the useful life of the assets. In case of certain items of Plant and Equipments where useful life ranging from 10 to 30 years has been considered based on technical assessment, which is different from the useful life prescribed under Schedule II of the Companies Act, 2013 However assets costing ₹ 5,000/- or less are depreciated fully in the year of addition. Leasehold land is amortized over the period of lease.

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

1.3.2 Intangible Assets

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

1.4. Investments

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

1.5. Inventories

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

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

1.6. Impairments

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

Notes Forming Part of the Financial Statements as at March 31, 2016

1.7. Foreign Currency Transaction

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

1.8. Revenue Recognition

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

1.9. Sales

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

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

1.10. Expenses

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

1.11. Employee Benefits

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

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

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

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

1.12. Grants

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

1.13. Borrowing Cost

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

1.14. Income Tax

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

1.15. Provisions, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Assets are neither recognized nor disclosed in the financial statement. Contingent Liabilities, if material, are disclosed by way of notes.

Notes Forming Part of the Financial Statements as at March 31, 2016

(Amount in ₹)

Particulars	Reference Note No.	As at March 31, 2016	As at March 31, 2015
2 SHARE CAPITAL			
Authorised Shares			
98,000,000 (98,000,000) Equity Shares of ₹1/- each		98,000,000	98,000,000
20,000 (20,000) Preference Shares of ₹ 100/- each		2,000,000	2,000,000
		100,000,000	100,000,000
Issued, Subscribed and Fully Paid-up Shares			
67,500,000 (67,500,000) Equity Shares of ₹1/- each		67,500,000	67,500,000
Forfeited Shares		250	250
		67,500,250	67,500,250

- 2.1 Out of the above issued shares, the Company has only one class of equity shares having a par value of ₹ 1/- each. The dividend proposed by the Board of Directors is subject to the approval of shareholders in the ensuing Annual General Meeting. Each holder of equity shares is entitled to one vote per share. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amount in proportion of their shareholding. The Board of Directors has approved dividend of ₹ 0.05 per share (5%), subject to approval of shareholders in the ensuing Annual General Meeting.
- 2.2 There is no movement in the number of shares outstanding at the beginning and at the end of the reporting period.
- 2.3 Details of the shareholders holding more than 5% shares of the total number of equity shares issued by the Company :

Name of the Shareholder	Reference Note No.	No. of Shares held as at March 31, 2016	No. of Shares held as at March 31, 2015
Rajendra Kumar Dabriwala	2.3.1	2,426,620	5,412,620
Surbhit Dabriwala		8,824,859	6,474,000
Yamini Dabriwala		6,409,900	6,409,900
Elara India Opportunities Fund Limited		6,500,000	6,500,000
Cresta Fund Limited		6,500,000	6,500,000
Eriska Investment Fund Limited		6,500,000	6,500,000
Lotus Global Investments Limited		4,299,400	4,299,400

- 2.3.1 The percentage of share holding has been reduced from 8.02% to 3.59% on being sale/transfer of shares by Rajendra Kumar Dabriwala.



Notes Forming Part of the Financial Statements as at March 31, 2016

(Amount in ₹)

Particulars	Reference Note No.	As at March 31, 2016	As at March 31, 2015
3 RESERVES AND SURPLUS			
Capital Reserve			
As per last Balance Sheet (Central Subsidy)		3,942,000	3,942,000
		3,942,000	3,942,000
General Reserve			
As per last Balance Sheet		552,377,480	510,000,000
Add : Transferred from Surplus		-	50,000,000
Less : Transferred to Surplus		1,919,620	-
Less : Adjustment on account of depreciation pursuant to schedule II of Companies Act, 2013		-	7,622,520
		550,457,860	552,377,480
Securities Premium Account			
As per last Balance Sheet		188,550,000	188,550,000
		188,550,000	188,550,000
Surplus			
As per last Balance Sheet		14,987,929	42,538,536
Add : Transferred from General Reserve		1,919,620	-
Add : Net Profit/(Loss) After Tax transferred from Statement of Profit and Loss		(12,841,686)	42,759,746
Amount available for appropriation		4,065,863	85,298,282
Less : Appropriations			
- Transferred to General Reserve		-	50,000,000
- Proposed Equity Dividend		3,375,000	16,875,000
- Tax on Equity Dividend		690,863	3,435,353
		4,065,863	70,310,353
Net Surplus/(Deficit)		-	14,987,929
Total Reserves and Surplus		742,949,860	759,857,409

Particulars	Reference Note No.	As at March 31, 2016		As at March 31, 2015	
		Non-Current	Current	Non-Current	Current
4 LONG TERM BORROWINGS					
SECURED LOAN					
Term Loan					
From bank	4.1	-	2,173,706	2,173,706	30,130,000
		-	2,173,706	2,173,706	30,130,000
Vehicle Finance Loan					
From banks	4.2	741,709	1,666,042	2,407,751	1,515,556
From others	4.3	501,597	583,105	1,084,702	524,063
		1,243,306	2,249,147	3,492,453	2,039,619
		1,243,306	4,422,853	5,666,159	32,169,619
UNSECURED LOAN					
Sales Tax Deferment Loan	4.4	880,030	773,379	1,653,409	1,082,759
		880,030	773,379	1,653,409	1,082,759
		2,123,336	5,196,232	7,319,568	33,252,378

Notes Forming Part of the Financial Statements as at March 31, 2016

4.1 Term loan referred above to the extent of:

- ₹ Nil (Previous year ₹ 3,330,000) was secured by first charge on Wind Mill acquired and installed in Andhra Pradesh, Current Assets of the Company, both present and future and extension of equitable mortgage of the leasehold industrial plot at Maharashtra Industrial Development Corporation, Aurangabad. The loan carried interest at 2.60% above base rate.
- ₹ 2,173,706 (Previous year ₹ 28,973,706) is secured by first charge on all fixed assets pertaining to Falta SEZ division of the Company, both present & future, second charge on entire current assets of the said division of the Company both present & future, and is also secured by personal guarantee of one of the directors and corporate guarantee and is repayable in 21 quarterly installment commencing from June, 2011. Last installment due in June 2016, rate of interest at 2.65% above base rate.

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

(Amount in ₹)

Rate of Interest	2017-18	2018-19
10.00%	223,085	–
10.50%	300,316	218,308

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

(Amount in ₹)

Rate of Interest	2017-18	2018-19
10.14%	28,879	–
11.71%	245,305	227,413

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

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

(Amount in ₹)

Particulars	Reference Note No.	As at March 31, 2016	As at March 31, 2015
5 LONG TERM PROVISIONS			
Provision for employee benefits		1,663,347	1,192,845
		1,663,347	1,192,845
6 SHORT TERM BORROWINGS			
SECURED LOAN			
Working Capital Facility From Bank	6.1		
Repayable on demand		207,808,789	218,774,813
Others		20,392,557	194,556,526
		228,201,346	413,331,339
UNSECURED LOAN			
Others		326,510,148	129,560,972
		326,510,148	129,560,972
		554,711,494	542,892,311

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

**Notes Forming Part of the Financial Statements** as at March 31, 2016

(Amount in ₹)

Particulars	Reference Note No.	As at March 31, 2016	As at March 31, 2015
7 TRADE PAYABLES			
7.1 Total Outstanding dues of micro enterprises and small enterprises			
Disclosure of Trade Payables is based on the information available with the Company regarding the status of the suppliers as defined under the "Micro, Small and Medium Enterprise Development Act, 2006" (the Act). There are no delays in payment made to such suppliers. There is no amount outstanding as at the Balance Sheet date.			
7.2 Trade Payable other than micro enterprises and small enterprises			
Payables For Goods and Services	7.2.1	75,455,532	135,961,007
		75,455,532	135,961,007
7.2.1 Payables For Goods and Services include			
Acceptances		33,359,788	42,116,998
Creditors for raw materials/stores purchases		13,312,404	42,700,919
8 OTHER CURRENT LIABILITIES			
Current Maturities of Long-term Term Loan	4	2,173,706	30,130,000
Current Maturities of Vehicle Finance Loan	4	2,249,147	2,039,619
Current Maturities of Sales Tax Deferment Loan	4	773,379	1,082,759
Interest accrued but not due on borrowings		87,876	159,238
Interest accrued and due on borrowings		327,776	1,048,929
Other Payables			
Forward Payable (Net)		2,164,276	-
Forward Deferred Premium		1,316,862	-
Unpaid Dividends	8.1	498,687	483,705
Other Payables	8.2	8,257,757	4,170,570
		17,849,466	39,114,820
8.1 This is not due for payment to Investor Education And Protection Fund.			
8.2 Includes statutory dues (CST, PF, ESI, TDS etc.)			
9 SHORT TERM PROVISIONS			
Provision for employee benefits		4,347,230	1,635,674
Proposed Dividend		3,375,000	16,875,000
Tax on Proposed Dividend		690,863	3,435,353
		8,413,093	21,946,027

Notes Forming Part of the Financial Statements as at March 31, 2016

10 FIXED ASSETS		(Amount in ₹)									
Particulars	GROSS BLOCK				DEPRECIATION / AMORTISATION					NET BLOCK	
	As on 01.04.2015	Additions	Adjust- ments/ Deduction	As on 31.03.2016	Upto 31.03.2015	Adjusted With General Reserve	For the Year	Adjustments/ Deduction	Upto 31.03.2016	As on 31.03.2016	As on 31.03.2015
TANGIBLE ASSETS											
(a) Land(Leasehold)	1,120,489	-	-	1,120,489	206,846	-	18,247	-	225,093	895,396	913,643
(b) Buildings	66,334,121	360,000	-	66,694,121	22,411,704	-	4,309,631	-	26,721,335	39,972,786	43,922,417
(c) Plant & Equipment	306,712,007	23,929,931	1,191,560	329,450,378	186,072,643	-	20,336,416	1,139,976	205,269,083	124,181,295	120,639,364
(d) Wind Mill	267,143,526	-	-	267,143,526	216,194,951	-	4,382,105	-	220,577,056	46,566,470	50,948,575
(e) Electrical Installation	6,536,741	-	-	6,536,741	3,933,144	-	734,784	-	4,667,928	1,868,813	2,603,597
(f) Office Equipment	7,408,375	66,257	101,740	7,372,892	5,941,694	-	723,555	92,001	6,573,248	799,644	1,466,681
(g) Furniture & Fixtures	7,612,628	195,675	-	7,808,303	5,987,240	-	533,400	-	6,520,640	1,287,663	1,625,388
(h) Vehicles	12,203,085	523,364	2,390,732	10,335,717	5,052,960	-	2,075,774	1,306,998	5,821,736	4,513,981	7,150,125
TOTAL TANGIBLE ASSETS	675,070,972	25,075,227	3,684,032	696,462,167	445,801,182	-	33,113,912	2,538,975	476,376,119	220,086,048	229,269,790
Previous Year Tangible Assets	673,162,664	10,701,500	8,793,192	675,070,972	393,844,827	11,547,522	47,525,373	7,116,540	445,801,182	229,269,790	279,317,837
INTANGIBLE ASSETS											
Computer Software	3,153,584	-	-	3,153,584	1,278,519	-	532,354	-	1,810,873	1,342,711	1,875,065
TOTAL INTANGIBLE ASSETS	3,153,584	-	-	3,153,584	1,278,519	-	532,354	-	1,810,873	1,342,711	1,875,065
Previous Year Intangible Assets	2,350,511	803,073	-	3,153,584	798,985	-	479,534	-	1,278,519	1,875,065	1,551,526
TOTAL	678,224,556	25,075,227	3,684,032	699,615,751	447,079,701	-	33,646,266	2,538,975	478,186,992	221,428,759	231,144,855
Previous Year	675,513,175	11,504,573	8,793,192	678,224,556	394,643,812	11,547,522	48,004,907	7,116,540	447,079,701	231,144,855	280,869,363

10.1 Refer Note 4.1, 4.2, 4.3 & 6.1

10.2 In terms of Schedule II of the Companies Act 2013 the company based on technical evaluation has identified and determined cost of each component/part of the asset separately. If the component/part has a cost which is significant to the total cost of the asset and has useful life that is materially different from that of the remaining asset. These components based on technical evaluation have been depreciated separately over their useful lives, the remaining components are depreciated over the life of the principal asset. Consequent upon the application of Schedule II as above depreciation for the year is lower by ₹ 71.42 lakhs, Net Block is higher by ₹ 71.42 lakhs and loss for the year is lower by ₹ 71.42 lakhs.



Notes Forming Part of the Financial Statements as at March 31, 2016

(Amount in ₹)

Particulars	Reference Note No.	As at March 31, 2016		As at March 31, 2015	
		No. of Shares	Value	No. of Shares	Value
11 NON CURRENT INVESTMENTS (Valued at cost unless stated otherwise)					
Investment in Equity Instruments (Fully paid-up unless otherwise stated)					
Un-quoted :					
Trade					
In Equity Shares of subsidiary companies					
International Belting Limited (Face Value of Share ₹ 10/- each)		750,000	72,900,000	750,000	72,900,000
Conveyor Holdings Pte Limited (Face Value of Share \$1/- each)		500,100	30,405,899	500,100	30,405,899
International Conveyors America Limited, INC (Face Value of Share \$.0001 each)		10,000	64	10,000	64
		1,260,100	103,305,963	1,260,100	103,305,963
Others					
In Equity Shares of Other bodies corporate :					
I G E (India) Private Limited (Face Value of Share ₹ 1/- each)		7,750	7,543	7,750	7,543
Pure Coke Limited (Face Value of Share ₹ 10/- each)		154,560	1,767,989	154,560	1,767,989
Dabri Properties and Trading Company Limited (Face Value of Share ₹ 10/- each)		60	600	60	600
		162,370	1,776,132	162,370	1,776,132
Quoted :					
Uco Bank (Face Value of Share ₹ 10/- each)		200	2,400	200	2,400
Dunlop India Limited (Face Value of Share ₹ 10/- each)		25	631	25	631
Garware-Wall Ropes Limited (Face Value of Share ₹ 10/- each)		350	28,465	350	28,465
Radaan Media Works (I) Limited (Face Value of Share ₹ 2/- each)		73,190	815,753	73,190	815,753
Oil Country Tubular Limited (Face Value of Share ₹ 10/- each)		6,000	782,853	6,000	782,853
Tide Water Oil (India) Limited (Face Value of Share ₹ 5/- each)	11.5	1,536	1,920,347	434	2,170,391
Elpro International Limited (Face Value of Share ₹ 2/- each)	11.6	10,094,580	118,978,997	672,972	118,978,997
R.C.A. Limited (Face Value of Share ₹ 10/- each)		13,548	162,982	13,548	162,982
		10,189,429	122,692,428	766,719	122,942,472
Others					
In 12 % Non-Convertible Preference Shares of Other body corporate:					
Elpro International Limited (Face Value of Share ₹ 10/- each)	11.4	1,500,000	300,000,000	1,500,000	300,000,000
		1,500,000	300,000,000	1,500,000	300,000,000
			527,774,523		528,024,567
11.1 Aggregate Market value of Quoted Investments			296,842,488		476,778,806
11.2 Aggregate amount of Quoted Investments			122,692,428		122,942,472
11.3 Aggregate amount of Un-Quoted Investments			405,082,095		405,082,095

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

11.5 The face value of equity shares of Tide Water Oil (India) Limited of ₹ 10/- each has been sub divided into the face value of ₹ 5/- per equity share during the year and allotted bonus shares in the ratio of 1:1.

11.6 The face value of equity shares of Elpro International Limited of ₹ 10/- each has been sub divided into the face value of ₹ 2/- per equity share during the year and allotted bonus shares in the ratio of 1:2.

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

Notes Forming Part of the Financial Statements as at March 31, 2016

(Amount in ₹)

Particulars	Opening as at April 1, 2015	Charge/ (Credit) during the year	As at March 31, 2016
12 DEFERRED TAX ASSETS /(LIABILITIES) [NET]			
Deferred Tax Liability:			
On account of depreciation difference as per Income tax and books of account.	–	–	–
Gross Deferred Tax Liability	–	–	–
Deferred Tax Assets:			
On account of depreciation difference as per Income tax and books of account.	694,703	473,520	221,183
Employee Benefits	978,894	(1,101,246)	2,080,140
Unabsorbed Depreciation	-	(9,026,784)	9,026,784
Provision for doubtful debt and deposit	2,089,018	1,143,055	945,963
Gross Deferred Tax Asset	3,762,615	(8,511,455)	12,274,070
Net Deferred Tax Assets /(Liability) [Net]	3,762,615	(8,511,455)	12,274,070

Particulars	Reference Note No.	As at March 31, 2016	As at March 31, 2015
13 LONG TERM LOANS AND ADVANCES (Unsecured Considered Good)			
Capital Advances		3,381,277	3,356,277
Security Deposits		3,618,990	5,111,639
Advance Income Tax (net of provision)		10,846,656	9,592,047
MAT Credit Entitlement		-	470,410
Advance Fringe Benefit Tax (net of provision)		125,532	125,532
Others		25,000	25,000
		17,997,455	18,680,905

14 OTHER NON CURRENT ASSETS			
Balance With Bank			
- In Fixed Deposits (having maturity more than 12 months)	14.1	51,436,315	8,432,860
Dividend Receivable		5,400,000	3,600,000
		56,836,315	12,032,860

14.1 Kept as lien against Letter of Credit and Bank Guarantee.

15 INVENTORIES (Valued at lower of cost and net realisable value) (As valued, taken and certified by the management)			
Raw Materials		39,650,931	22,410,014
Raw Materials in Transit		11,078,508	12,097,075
Work-in-process		26,923,100	31,503,751
Finished Goods		32,657,840	58,866,523
Finished Goods in Transit		5,237,434	36,529,876
Stock in Trade		5,352,886	3,157,475
Stock in Trade in Transit		155,245	770,337
Stores and Spares		1,657,388	2,398,609
Loose Tools		640,502	133,383
		123,353,834	167,867,043

15.1 Refer Note 6.1

Notes Forming Part of the Financial Statements as at March 31, 2016

(Amount in ₹)

Particulars	Reference Note No.	As at March 31, 2016	As at March 31, 2015
16 TRADE RECEIVABLES			
Unsecured			
Trade receivables outstanding for a period exceeding six months from the date they are due for payment :			
Considered Good		12,182,932	43,984,335
Considered Doubtful		1,213,845	4,516,709
Less : Provision for Doubtful debt		(1,213,845)	(4,516,709)
		12,182,932	43,984,335
Others			
Considered Good		306,676,080	264,934,174
	16.1	318,859,012	308,918,509

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

17 CASH AND BANK BALANCES			
Cash and Cash Equivalents			
(i) Balances With Banks			
In Current Accounts		5,793,478	6,067,113
In Unpaid Dividend Accounts	8.1	498,687	483,703
Fixed Deposit With Bank (With Original Maturity of less than 3 Months)	17.1	210,298	323,503
(ii) Cash on Hand		590,910	295,925
		7,093,373	7,170,244
Other Bank Balances			
Fixed Deposit With Bank (With Original Maturity of more than 3 months but less than 12 months)	17.1	4,882,403	35,916,034
		4,882,403	35,916,034
		11,975,776	43,086,278

17.1 Kept as lien against Letter of Credit and Bank Guarantee

18 SHORT TERM LOANS AND ADVANCES (Unsecured Considered Good)			
Loans and advances to related parties	18.1, 18.2 & 29.6	126,521,596	91,081,396
Deposit to other body corporate		-	100,000,000
Security Deposits		4,976,990	2,294,380
Income Tax (Refundable)		732,940	214,174
Balance with Government authorities		16,274,598	18,572,706
Advances for supply of goods and services		682,340	7,878,038
Others		16,505,026	12,758,233
		165,693,490	232,798,927
(Unsecured Considered doubtful)			
Deposit to other body corporate		1,519,521	1,519,521
Less: Provision for doubtful deposit		(1,519,521)	(1,519,521)
		-	-
		165,693,490	232,798,927

Notes Forming Part of the Financial Statements as at March 31, 2016

18.1 Disclosure Pursuant to Regulation 34 (3) of Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(Amount in ₹)

	Amount Outstanding as at March 31, 2016	Maximum Amount outstanding during the year ended 2015-16	Amount Outstanding as at March 31, 2015	Maximum Amount outstanding during the year ended 2014-15
Loans and Advances in the nature of Loans to Subsidiaries :				
- International Belting Limited	-	8,728,543	8,628,543	8,628,543
- Conveyor Holdings Pte Limited	25,986,991	25,986,991	21,961,400	21,961,400
- International Conveyors America Limited, INC	10,979,622	10,979,622	9,333,478	9,333,478

18.2 Represents loan granted for their business purposes.

Particulars	Reference Note No.	As at March 31, 2016	As at March 31, 2015
19 OTHER CURRENT ASSETS			
Interest accrued on deposits with Bank and others		1,503,279	3,654,810
		1,503,279	3,654,810

Notes Forming Part of the Financial Statements for the year ended March 31, 2016

Particulars	Reference Note No.	For the year ended March 31, 2016	For the year ended March 31, 2015
20 SALE OF PRODUCTS			
PVC Fire Resistant Antistatic Solid Woven Coal Conveyor Belting		646,622,969	956,330,983
Trading Goods	20.1	102,863,120	19,407,292
Wind Energy	20.2	27,172,005	28,702,485
		776,658,094	1,004,440,760

20.1 Details of sale of Trading Goods

Ply Conveyor Belting		69,348,294	-
Fittings and Accessories		25,671,063	19,407,292
Equipments		7,843,763	-
		102,863,120	19,407,292

20.2 Details of sales of Wind Energy

Total Numbers of units generated and sold. *		7,519,643	7,981,289
(In Kwh units)			
Sales (in ₹)		27,172,005	28,702,485

* Net of 16729 Units (Previous Year 20285 Units) being transmission loss

Notes Forming Part of the Financial Statements for the year ended March 31, 2016

(Amount in ₹)

	Reference Note No.	For the year ended March 31, 2016	For the year ended March 31, 2015
21 OTHER OPERATING REVENUE			
Miscellaneous Sales		954,409	1,718,098
Sundry Balance Written Back		3,536,513	51,255
		4,490,922	1,769,353

22 OTHER INCOME			
Rent		29,760	29,760
Interest on loans, deposits with bank , etc.		20,530,208	25,294,383
Dividend on long-term investments		2,002,146	1,970,441
Profit on Sale of Fixed Assets (Net)		146,566	-
Profit on Sale of Long Term Investment		1,128,155	-
Insurance Claim Recovery		5,000,000	5,154,166
Other Receipts		423,659	192,149
Foreign Exchange Gain (Net)		8,589,289	-
Provision for Doubtful Deposit Written Back		-	150,000
		37,849,783	32,790,899

23 COST OF MATERIALS CONSUMED			
Cost of Materials Consumed	23.1	314,274,589	551,390,669
		314,274,589	551,390,669

23.1 Details of Materials Consumed

(a) Polyester Yarn		101,964,267	187,554,690
(b) Spun Yarn		3,953,476	8,103,017
(c) Cotton Yarn		23,924,008	43,818,973
(d) Chemicals			
(i) PVC Resin		66,401,528	104,428,986
(ii) Phosphate Plasticizer		40,201,039	125,249,458
(iii) Others		77,830,271	82,235,545
		314,274,589	551,390,669

24 PURCHASE OF STOCK IN TRADE			
Purchase of Stock in Trade	24.1	95,864,790	17,071,473
		95,864,790	17,071,473

24.1 Details of Purchase of Stock in Trade

(a) Ply Conveyor Belting		66,753,635	-
(b) Fittings and Accessories		21,563,155	17,071,473
(c) Equipments		7,548,000	-
		95,864,790	17,071,473

Notes Forming Part of the Financial Statements for the year ended March 31, 2016

(Amount in ₹)			
Particulars	Reference Note No.	For the year ended March 31, 2016	For the year ended March 31, 2015
25 CHANGES IN INVENTORIES OF FINISHED GOODS, WORK IN PROGRESS AND STOCK IN TRADE			
Opening Stock			
Finished Goods (including in transit ₹ 36,529,876/-)		95,396,399	66,300,876
Less : Excise Duty		478,303	445,526
		94,918,096	65,855,350
Work-in-process		31,503,751	46,673,308
Stock in Trade (including in transit ₹ 770,337/-)		3,927,812	3,106,260
		130,349,659	115,634,918
Less : Closing Stock			
Finished Goods (including in transit ₹ 5,237,434/-)		37,895,274	95,396,399
Less : Excise Duty		4,008,804	478,303
		33,886,470	94,918,096
Work-in-process		26,923,100	31,503,751
Stock in Trade (including in transit ₹ 155,245/-)		5,508,131	3,927,812
		66,317,701	130,349,659
		64,031,958	(14,714,741)
26 EMPLOYEE BENEFITS EXPENSE			
Salaries and Wages		77,194,054	80,653,435
Contribution to Provident, Gratuity and other Funds		6,384,126	7,483,974
Staff Welfare Expenses		4,134,694	4,163,211
		87,712,874	92,300,620
27 FINANCE COSTS			
Interest Expenses		51,693,999	42,140,563
Other Borrowing costs		720,364	219,863
Applicable loss on foreign currency transaction and translation		4,248,764	6,005,721
		56,663,127	48,366,147

**Notes Forming Part of the Financial Statements** for the year ended March 31, 2016

(Amount in ₹)

Particulars	Reference Note No.	For the year ended March 31, 2016	For the year ended March 31, 2015
28 OTHER EXPENSES			
Consumption of Stores and Spare Parts		2,714,191	2,150,257
Power and Fuel		21,864,562	32,498,656
Rent	28.1	1,048,775	1,094,123
Repairs			
Buildings		2,447,851	1,925,001
Machinery		3,538,192	7,206,697
Others		6,950,549	6,085,965
Insurance Charges		3,447,857	1,835,059
Rates and Taxes		294,900	345,602
Travelling and Conveyance		6,869,940	7,599,680
Directors Fees		655,791	347,500
Auditors Remuneration :			
Audit Fees		170,000	170,000
Tax Audit Fees		40,000	40,000
Other Services		170,475	290,000
Transport, Packing and Forwarding		54,573,458	56,656,324
Commission on Sales		14,775,177	21,144,951
Legal and Professional Fees		11,397,209	17,271,666
Subscription and Donation	28.2	2,426,085	3,194,958
Provision for Bad and Doubtful Debts		-	3,302,864
Loss on Sale of Fixed Assets (Net)		-	674,948
Foreign Exchange Loss (Net)		-	8,931,720
Miscellaneous Expenses		28,828,850	29,567,473
		162,213,862	202,333,444

28.1 The Company has certain cancellable operating lease arrangements for office/ residential accommodation and for use of machineries with a lease period of one to five years which can be further extended after mutual consent and agreement. The lease agreement can be terminated after giving a notice as per the terms of the lease by either of the party. Expenditure incurred on account of operating lease rentals during the year and recognised in the Statement of Profit and Loss amounts to ₹ 1,017,575/- (Previous Year ₹ 1,062,923/-).

28.2 Subscription and Donation includes expenses incurred on account of Corporate Social Responsibility (CSR) ₹ 2,250,000/- (Previous year ₹ 2,950,000/-).

Notes Forming Part of the Financial Statements as at March 31, 2016

(Amount in ₹)

	2015-16	2014-15
NOTE : 29		
29.1 Contingent liabilities and commitments (to the extent not provided for) in respect of :		
29.1(i) Contingent liabilities		
a) Guarantees given by bank on behalf of the Company	78,888,764	110,418,191
b) Corporate Guarantees given by the Company (Refer Note 29.1(i).2)	172,128,543	145,000,000
c) Entry Tax Payable	135,314	135,314
d) Income Tax matter under Appeal	1,874,613	7,202,873

29.1(i).1 The Company's pending litigation comprises of claims against the Company and proceeding pending tax/statutory/ Government authorities. The Company has reviewed all its pending litigations and proceedings and has made adequate provisions, and disclosed the contingent liabilities, where applicable, in its Financial Statements. The Company does not expects the outcome of these proceedings to have a material impact on its financial position. Future cash outflows in respect of (c & d) above are dependent upon the outcome of judgments / decisions.

29.1(i).2 Disclosure pursuant to Section 186(4) of the Companies Act, 2013

On behalf of	Purpose	Date of Guarantee	2015-16	2014-15
Elpro International Limited	Rent Securitization Loan	March 25, 2013	145,000,000	145,000,000
International Conveyors Australia Pty Limited	Credit Limit	October 1, 2015	27,128,543	-
	Total		172,128,543	145,000,000

	2015-16	2014-15
29.1(ii) Estimated amount of contracts remaining to be executed on account and not provided for :		
a) On capital account	275,780	977,806
29.2 Employee Benefits :		
a) Contributions to Defined Contribution Plan recognized as expenses for the year are as under :		
Employer's Contribution to Provident Fund	795,502	957,167
Employer's Contribution to Pension Fund	1,020,004	792,799
Employer's Contribution to Employees State Insurance Scheme	176,436	204,554

- b) The disclosure as per the Accounting Standard 15 (AS-15) "Employee Benefits" are given below :
- The Company operates post retirement benefit plans as following :
- Funded : Gratuity.
- Non Funded : Leave Encashment

Notes Forming Part of the Financial Statements as at March 31, 2016

Disclosures for defined benefit plans based on actuarial reports as on March 31, 2016

(Amount in ₹)

		Gratuity (Funded)	
		2015-16	2014-15
A. Change in Defined Benefit Obligations :			
Present Value of Defined Benefit Obligations as at the beginning of the year		18,497,353	12,674,715
Current Service Cost		1,154,615	1,111,275
Past Service Cost		-	1,600,000
Interest Cost		1,311,700	1,102,397
Benefits Paid		(3,361,381)	(1,384,279)
Actuarial (Gains)/ Losses		3,429,293	3,393,245
Present Value of Defined Benefit Obligations as at the end of the year		21,031,580	18,497,353
B. Change in the Fair Value of Assets:			
Fair Value of Plan Assets at the beginning of the year		18,402,832	16,864,488
Expected Return on Plan Assets		1,485,132	1,520,748
Contributions by the Employer		1,500,000	1,449,713
Benefits paid		(3,361,381)	(1,384,279)
Actuarial Gains/ (Losses)		(158,144)	(47,838)
Fair Value of Plan Assets at the end of the year		17,868,439	18,402,832
C. Reconciliation of Present value of Defined Benefit Obligation and the Fair Value of Assets:			
Present Value of Defined Benefit Obligations as at the end of the year		21,031,580	18,497,353
Fair Value of Plan Assets at the end of the year		17,868,439	18,402,832
Liability /(Assets) recognized in the Balance Sheet		3,163,141	94,521
D. Expenses recognized in the Statement of Profit and Loss :			
Current Service Cost		1,154,615	1,111,275
Past Service Cost		-	1,600,000
Interest Cost		1,311,700	1,102,397
Expected Return on Plan Assets		(1,485,132)	(1,520,748)
Net Actuarial (Gain)/ Loss		3,587,437	3,441,083
Total Expenses recognized in the Statement of Profit and Loss *		4,568,620	5,734,007
E. Principal Actuarial Assumptions used :			
Discounted Rate (per annum) Compound		7.80%	7.80%
Expected Rate of return on Plan Assets		8.50%	9.00%
Rate of Salary increase (per annum)		7.00%	7.00%

	2015-16	2014-15	2013-14	2012-13	2011-12
F. Experience History :					
Net Assets/(Liability) recognized in Balance Sheet (including experience adjustment impact)					
Present Value of Defined Benefit Obligations	21,031,580	18,497,353	12,674,715	12,646,379	11,644,938
Fair Value of Plan Assets	17,868,439	18,402,832	16,864,488	15,437,863	14,001,906
Status [Surplus/(Deficit)]	(3,163,141)	(94,521)	4,189,773	2,791,484	2,356,968
Experience Adjustment of Plan Assets [(Gain)/Loss]	70,783	216,810	(27,313)	(114,587)	(31,662)
Experience Adjustment of obligation [(Gain)/ Loss]	3,429,293	2,589,103	263,349	355,596	(325,752)

Notes Forming Part of the Financial Statements as at March 31, 2016

Disclosures for defined benefit plans based on actuarial reports as on March 31, 2016

(Amount in ₹)

	Leave Encashment (Non Funded)	
	2015-16	2014-15
A. Change in Defined Benefit Obligations :		
Present Value of Defined Benefit Obligations as at the beginning of the year	2,733,998	2,042,361
Current Service Cost	385,493	357,600
Interest Cost	198,686	171,404
Benefits Paid	(373,496)	(358,538)
Actuarial (Gains)/ Losses	(97,245)	521,171
Present Value of Defined Benefit Obligations as at the end of the year	2,847,436	2,733,998
B. Change in the Fair Value of Assets:		
Fair Value of Plan Assets at the beginning of the year	-	-
Expected Return on Plan Assets	-	-
Contributions by the Employer	-	-
Benefits paid	-	-
Actuarial Gains/ (Losses)	-	-
Fair Value of Plan Assets at the end of the year	-	-
C. Reconciliation of Present value of Defined Benefit Obligation and the Fair Value of Assets:		
Present Value of Defined Benefit Obligations as at the end of the year	2,847,436	2,733,998
Fair Value of Plan Assets at the end of the year	-	-
Liability /(Assets) recognized in the Balance Sheet	2,847,436	2,733,998
D. Expenses recognized in the Statement of Profit and Loss :		
Current Service Cost	385,493	357,600
Interest Cost	198,686	171,404
Expected Return on Plan Assets	-	-
Net Actuarial (Gain)/ Loss	(97,245)	521,171
Total Expenses recognized in the Statement of Profit and Loss *	486,934	1,050,175
E. Principal Actuarial Assumptions used :		
Discounted Rate (per annum) Compound	7.80%	7.80%
Expected Rate of return on Plan Assets	-	-
Rate of Salary increase (per annum)	7.00%	7.00%

	2015-16	2014-15	2013-14	2012-13	2011-12
F. Experience History :					
Net Assets/(Liability) recognized in Balance Sheet (including experience adjustment impact)					
Present Value of Defined Benefit Obligations	2,847,436	2,733,998	2,042,361	1,969,909	1,515,529
Fair Value of Plan Assets	-	-	-	-	-
Status [Surplus/(Deficit)]	(2,847,436)	(2,733,998)	(2,042,361)	(1,969,909)	(1,515,529)
Experience Adjustment of Plan Assets [(Gain)/Loss]	-	-	-	-	-
Experience Adjustment of obligation [(Gain)/ Loss]	(97,245)	142,880	277,500	250,532	195,748

*Included in "Salaries, Wages and Bonus" and "Contribution to Provident Fund, Gratuity and Other Funds" under "EMPLOYEE BENEFITS EXPENSE" on Note 26.

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

The contributions expected to be made by the Company for the year 2016-17 is not ascertained.

**Notes Forming Part of the Financial Statements** as at March 31, 201629.3 **Unhedged Foreign Currency exposures as on March 31, 2016 are as follows :**

(Amount in ₹)

Nature	Currency	Current year amount in Foreign Currency	Previous year amount in Foreign Currency
Amount receivable on account of sale of goods, loans and advances, interest, etc.	USD	928,408.49	2,142,355.09
	CDN	2,475,308.88	1,117,620.69
	AUD	1,278,135.94	1,719,601.12
Amount payable on account of purchase of goods and services, loans and advances, interest, etc.	USD	596,659.39	3,765,613.98
	GBP	29,786.32	6,291.85
	CDN	123,765.41	295,147.21
	AUD	—	7,480.00

Particulars	Year ended 31.03.2016	Year ended 31.03.2015
29.4 Earning Per Share (EPS) :		
(a) Profit / (Loss) attributable to Shareholders (₹)	(12,841,686)	42,759,746
(b) Weighted average number of Equity Shares	67,500,000	67,500,000
(c) Nominal Value of Equity Share (₹)	1	1
(d) Basic and Diluted EPS (₹)	(0.19)	0.63

Notes Forming Part of the Financial Statements as at March 31, 2016

29.5 Segment information for the year ended March 31, 2016

(i) Information about primary business segments :

(Amount in ₹)

	Conveyor Belting		Wind Energy		Trading Goods		Unallocated Corporate		Total Amount	
	2015-16	2014-15	2015-16	2014-15	2015-16	2014-15	2015-16	2014-15	2015-16	2014-15
a Segment Revenue										
Sale and Services to External customers	646622969	956330983	27172005	28702485	102863120	19407292	-	-	776658094	1004440760
Other operating revenue	-	-	-	-	-	-	4490922	1769353	4490922	1769353
Gross Turnover	646622969	956330983	27172005	28702485	102863120	19407292	4490922	1769353	781149016	1006210113
Less : Excise Duty / Service tax recovered	25531165	32263252	-	-	-	-	-	-	25531165	32263252
Net Turnover	621091804	924067731	27172005	28702485	102863120	19407292	4490922	1769353	755617851	973946861
b Segment Results	13755240	99931253	11214327	18895766	4693106	2928873	-	-	29662673	121755892
Unallocated Corporate Expenses	-	-	-	-	-	-	(15597741)	(36698887)	(15597741)	(36698887)
	13755240	99931253	11214327	18895766	4693106	2928873	(15597741)	(36698887)	14064932	85057005
Interest Expenses	-	-	(111573)	(1564425)	-	-	(56551554)	(46801722)	(56663127)	(48366147)
Interest Income	-	-	-	-	-	-	20530208	25294383	20530208	25294383
Profit/(Loss) from investment	-	-	-	-	-	-	1128155	-	1128155	-
Profit/(Loss) before Tax and Exceptional Items	13755240	99931253	11102754	17331341	4693106	2928873	(50490932)	(58206226)	(20939832)	61985241
Exceptional Items	-	-	-	-	-	-	-	-	-	-
Profit / (Loss) Before Tax	13755240	99931253	11102754	17331341	4693106	2928873	(50490932)	(58206226)	(20939832)	61985241
Income Taxes	-	-	-	-	-	-	8098146	(19225495)	8098146	(19225495)
Profit After Tax	13755240	99931253	11102754	17331341	4693106	2928873	(42392786)	(77431721)	(12841686)	42759746
c Segment Assets	638634553	697361730	53936289	56957468	10124510	9704862	-	-	702695352	764024060
Unallocated Corporate Assets	-	-	-	-	-	-	767971026	811760177	767971026	811760177
Total Assets	638634553	697361730	53936289	56957468	10124510	9704862	767971026	811760177	1470666378	1575784237
d Segment liabilities	(116863409)	(180001088)	(686919)	(4016919)	-	-	-	-	(117550328)	(184018007)
Unallocated Corporate Liabilities	-	-	-	-	-	-	(542665940)	(564408571)	(542665940)	(564408571)
Total Liabilities	(116863409)	(180001088)	(686919)	(4016919)	-	-	(542665940)	(564408571)	(660216268)	(748426578)
e Cost incurred during the period to acquire segment fixed assets	19049647	5478993	-	-	-	-	6025580	6025580	25075227	11504573
f Depreciation / Amortisation	26975113	39742780	4382105	4854166	-	-	2289048	3407961	33646266	48004907
g Non cash expenses other than Amortisation	-	-	-	-	-	-	-	-	-	-

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

Notes Forming Part of the Financial Statements as at March 31, 2016

(Amount in ₹)

Particulars	2015-2016	2014-2015
29.5 (ii) Information about secondary Business Segments		
Revenue by geographical market		
Sale of products		
Domestic	283,375,243	332,713,882
Export	493,282,851	671,726,878
Total	776,658,094	1,004,440,760
Assets		
Trade Receivables		
Within India	23,429,880	79,920,403
Outside India	295,429,132	228,998,106
Total	318,859,012	308,918,509

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

(a) Subsidiaries :

- 1) International Belting Limited
- 2) Conveyor Holdings Pte Limited, Singapore
- 3) International Conveyors America Limited, INC
- 4) International Conveyors Australia Pty Limited (Australia) (100% subsidiary of Conveyor Holdings Pte Limited, Singapore)

(b) Associates:

- 1) None

(c) Key Management Personnel :

Mr. R. K. Dabriwala – Managing Director

(d) Enterprises where key management personnel and their relatives have substantial interest and /or significant influence:

- 1) R. C. A. Limited
- 2) Pure Coke Limited
- 3) Elpro International Limited
- 4) I G E (India) Private Limited

Details of transaction made with Related Parties during the year :

Nature of transaction	International Belting Limited		Conveyor Holdings Pte Limited		International Conveyors Australia Pty Limited		International Conveyors America Ltd., Inc		R.C.A. Limited		Pure Cole Limited		I.G.E. (India) Private Limited		Eipro International Limited		Key Management	
	2015-16	2014-15	2015-16	2014-15	2015-16	2014-15	2015-16	2014-15	2015-16	2014-15	2015-16	2014-15	2015-16	2014-15	2015-16	2014-15	2015-16	2014-15
Director Remuneration	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Interest on Loan (Net) Received	-	804,794	2,362,454	521,525	-	-	998,147	88,228	-	-	12,338,440	1,776,847	-	-	-	4,377,027	-	-
Paid	705,600	-	-	-	-	-	-	-	-	-	-	-	3,522,951	-	1,617,978	-	-	-
Rent Received	-	-	-	-	-	-	-	-	29,760	29,760	-	-	-	-	-	-	-	-
Dividend Income	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
On Preferential Shares	-	-	-	-	-	-	-	-	-	-	-	-	-	-	1,800,000	1,800,000	-	-
On Equity Shares	-	-	-	-	-	-	-	-	27,096	27,096	-	-	-	-	-	-	-	-
Inter Corporate Deposit:	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Loan Given	1,600,000	1,760,000	-	21,439,975	-	-	-	9,245,250	-	-	213,340,000	116,171,225	-	-	26,000,000	87,500,000	-	-
Repayment of Loan	10,228,543	-	-	-	-	-	-	-	-	-	177,050,000	88,496,225	-	-	34,997,588	148,000,000	-	-
Loan Taken	25,171,457	-	-	-	-	-	-	-	-	-	-	8,003,775	200,000,000	-	81,060,676	-	-	-
Loan Repaid	25,171,457	-	-	-	-	-	-	-	-	-	-	8,003,775	170,000,000	-	56,060,676	-	-	-
Reimbursement of Expenses (Net)	1,081	-	-	-	8,792,315	-	-	-	-	-	-	-	1,001,927	981,608	-	-	-	-
Recovery of Expenses (Net)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	28,689	10,065	-	-
Purchase of Shares	-	-	-	-	-	-	-	64	-	-	-	-	-	-	-	-	-	-
Commission on Export Sales	-	-	-	-	-	-	6,212,027	-	-	-	-	-	-	-	-	-	-	-
Purchase of Materials/Services	-	-	-	-	615,900	-	-	-	-	-	-	-	10,783	-	-	-	-	-
Sale of Materials/Services	-	-	-	-	161,076,469	87,266,312	82,180,820	40,042,683	-	-	-	-	-	-	-	-	-	-
Outstanding	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Loan Given	-	8,628,543	25,986,991	21,961,400	-	-	10,979,622	9,333,718	-	-	89,554,983	42,160,387	-	-	-	8,997,588	-	-
Loan Taken	-	-	-	-	-	-	-	-	-	-	-	-	33,170,655	-	26,184,016	-	-	-
Purchase of Materials/Services/ Assets	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Sale of Materials/Services	-	-	-	-	123,555,064	81,044,801	46,061,317	40,182,597	-	-	-	-	-	-	-	-	-	-
Export Sales Commission Payable	-	-	-	-	-	-	6,212,027	-	-	-	-	-	-	-	-	-	-	-
Rent Receivable	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Dividend Receivable	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Reimbursement of Expenses	-	-	-	-	-	-	-	-	-	-	-	-	60,250	25,388	5,400,000	3,600,000	-	-
Recovery of Expenses	-	-	-	-	-	-	-	-	-	-	-	-	-	-	28,689	11	-	-
Corporate Guarantee given and outstanding	-	-	-	-	27,128,543	-	-	-	-	-	-	-	-	-	145,000,000	145,000,000	-	-

Notes Forming Part of the Financial Statements as at March 31, 2016

Particulars		2015-2016		2014-2015	
		₹	%	₹	%
29.7	Value and percentage of Imported and Indigenous Raw Materials, stores and Loose Tools consumed.				
	(a) Raw Materials:				
	Imported	180,980,127	58	331,961,754	60
	Indigenous	133,294,462	42	219,428,915	40
	Total	314,274,589	100	551,390,669	100
	(b) Stores, Spares & Components:				
	Imported	514,500	19	312,863	15
	Indigenous	2,199,691	81	1,837,394	85
	Total	2,714,191	100	2,150,257	100

(Amount in ₹)

29.8	C.I.F Value of Imports:		
	(a) Raw Materials	183,339,441	275,941,370
	(b) Trading Goods	28,475,274	15,006,012
	(c) Capital Goods	2,638,016	-
	Total	214,452,731	290,947,382
29.9	Expenditure in Foreign Currency:		
	Travelling Expenses	1,216,385	1,704,711
	Postage & Telegram	53,287	53,638
	Salary	7,095,335	-
	Commission	13,294,383	20,608,474
	Freight Expenses	6,019,783	15,170,488
	Interest on PCFC & FCNRB DL Loan	881,378	2,727,360
	Interest on LC- Buyers Credit	720,615	1,067,401
	Development & Testing Expenses	1,596,346	67,873
	Other Expenses	21,437,112	20,097,386
	Claims Etc.	5,254,383	-
	Total	57,569,007	61,497,331
29.10	Earning in Foreign Currency:		
	Export of Beltings at F.O.B. Value	481,577,767	647,320,444
	Total	481,577,767	647,320,444

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

29.12 Company's operation has been affected due to sluggish market condition during the year.

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

Note 1 to 29.13 forms an integral part of the Financial Statements.

As per our report of even date

For **LODHA & CO.**
Chartered Accountants

H. K. Verma
Partner

Place : Kolkata
Date : May 30, 2016

For & on behalf of the Board

R. K. Dabriwala
Managing Director

A. K. Gulgulia
Chief Financial Officer

M. P. Jhunjhunwala
Director

Ayushi Gupta
Company Secretary

Notes Forming Part of the Financial Statements as at March 31, 2016

Form No. AOC-1

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

Sl.No	Name of the Subsidiary Company	Reporting Currency	Exchange Rate	Share Capital	Reserves & Surplus	Total Assets	Total Liabilities	Investments	Turnover	Profit before Taxation	Provision for Taxation	Profit after Taxation	Proposed Dividend	% of Shareholding
1	International Belting Limited	INR	1	7,500,000	85,795,712	98,004,734	4,709,022	24,000	38,307,405	9,930,733	1,609,732	8,321,001	—	100
2	Conveyor Holdings PTE Limited *	USD	66.35	33,181,635	(103,381,594)	108,676,125	178,876,083	—	197,578,888	(20,693,172)	3,981	(20,697,153)	—	100
3	International Conveyors America Limited, INC.	USD	66.35	66.35	(20,357,043)	38,581,331	58,938,307	—	111,775,798	(11,260,789)	—	(11,260,789)	—	100

Note :

- Indian rupee equivalents of the figures given in foreign currencies in the accounts of the subsidiary companies, are based on the exchange rates as on 31.03.2016.
- * Includes information of its wholly owned subsidiary International Conveyors Australia Pty Limited.

For LODHA & CO.
Chartered Accountants

H. K. Verma
Partner

Place : Kolkata

Date : May 30, 2016

For & on behalf of the Board

R. K. Dabhiwala
Managing Director

A. K. Gulgulia
Chief Financial Officer

M. P. Jhunjhunwala
Director

Ayushi Gupta
Company Secretary

Independent Auditors' Report

To the Members of International Conveyors Limited

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of International Conveyors Limited (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") comprising of the Consolidated Balance Sheet as at March 31, 2016, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the Consolidated Financial Statements").

Management's Responsibility for the Consolidated Financial Statements

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

Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the Accounting and Auditing Standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31st March 2016, their consolidated Loss and their consolidated Cash Flows for the year ended on that date.

Other Matters

We did not audit the financial statements / consolidated financial statements / financial information of two subsidiaries, whose financial statements / consolidated financial statements/ financial information reflect total assets of Rs. 108,062,306 as at 31st March, 2016, total revenues of Rs. 321,966,984 and net cash flows amounting to Rs. 9,825,575 for the year ended on that date, as considered in the consolidated financial statements. These financial statements / consolidated financial statements/financial information are unaudited and have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, is based solely on such unaudited financial statements / consolidated financial statements/financial information. In our opinion and according to the information and

Independent Auditors' Report

explanations given to us by the Management, these financial statements / consolidated financial statements/ financial information are not material to the Group.

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

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, based on the comments in the auditors' reports of the Holding Company, subsidiary company incorporated in India, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

As required by Section 143(3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements;
- b) In our opinion proper books of accounts as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books;
- c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements;
- d) In our opinion, the Consolidated Balance Sheet, Consolidated Statement of Profit and loss and Consolidated Cash Flow Statement comply with the Accounting Standards specified under section 133 of the Act;
- e) On the basis of the written representations received from the directors of the Holding Company and the subsidiary company incorporated in India, as on March 31, 2016, taken on record by the Board of Directors of the Company and the subsidiary company incorporated in India, none of the directors of the company and its subsidiary company incorporated in India is disqualified as on March 31, 2016, from being appointed as a director in terms of section 164 (2) of the Act.
- f) With respect to the adequacy of the Internal Financial Controls Over Financial Reporting of the holding Company and the Subsidiary Company incorporated in India and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".
- g) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. Pending litigations (Other than those already recognised in the consolidated accounts) having material impact on the financial position of the Group have been disclosed in the consolidated financial statement as required in terms of the accounting standards and provisions of the Companies Act, 2013– refer Note 29.1(i) and 29.1(i).1 of the consolidated financial statements;
 - ii. The Group does not have any long-term contracts, including derivative contracts, for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the subsidiary company incorporated in India.

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

H.K. Verma
Partner
Membership No: 055104

Place: Kolkata
Date: May 30, 2016

Annexure to the Auditor's Report of even date:

"Annexure A" referred to in our report of even date

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

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2016, we have audited the internal financial controls over financial reporting of International Conveyors Limited (herein referred to as "the Holding Company") and Subsidiary Company incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls Over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Annexure to the Auditor's Report of even date:

Opinion

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

Place: Kolkata
Date: May 30, 2016

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

H. K. Verma
Partner
Membership No: 055104

Consolidated Balance Sheet as at March 31, 2016

(Amount in ₹)

Particulars	Note No.	As at March 31, 2016	As at March 31, 2015
I. EQUITY AND LIABILITIES			
(1) Shareholders' Fund			
(a) Share capital	2	67,500,250	67,500,250
(b) Reserves and surplus	3	622,071,466	675,884,871
(2) Non-current liabilities			
(a) Long-term borrowings	4	19,448,305	7,319,568
(b) Long-term provisions	5	1,663,347	1,192,845
(c) Others		-	738,709
(3) Current liabilities			
(a) Short-term borrowings	6	554,711,494	542,892,311
(b) Trade payables	7		
Total Outstanding dues of micro enterprises and small enterprises	7.1	-	-
Total Outstanding dues of creditors other than micro enterprises and small enterprises	7.2	75,817,286	137,604,074
(c) Other current liabilities	8	25,823,102	113,299,004
(d) Short-term provisions	9	10,022,739	21,946,027
TOTAL		1,377,057,989	1,568,377,659
II. ASSETS			
(1) Non-current assets			
(a) Goodwill on consolidation		10,113,526	10,113,526
(b) Fixed assets			
(i) Tangible assets	10	221,700,283	230,904,603
(ii) Intangible assets	10	1,342,711	1,875,065
(iii) Capital work-in-progress		12,969,865	25,812,868
(c) Non-current investments	11	424,492,560	424,742,604
(d) Deferred tax assets (Net)	12	12,274,070	3,762,615
(e) Long-term loans and advances	13	19,626,723	21,091,653
(f) Other non-current assets	14	56,836,315	12,032,860
(2) Current assets			
(a) Inventories	15	189,960,481	236,416,151
(b) Trade receivables	16	159,672,010	251,868,193
(c) Cash and Bank balances	17	36,685,523	57,828,792
(d) Short-term loans and advances	18	225,878,520	287,065,088
(e) Other current assets	19	5,505,402	4,863,641
TOTAL		1,377,057,989	1,568,377,659

Summary of significant accounting policies
Notes to consolidated financial statements

1
2-29

The notes are an integral part of the consolidated Financial Statements

As per our report of even date

For **LODHA & CO.**

Chartered Accountants

H. K. Verma

Partner

Place : Kolkata

Date : May 30, 2016

For & on behalf of the Board

R. K. Dabiriwala

Managing Director

A. K. Gulgulia

Chief Financial Officer

M. P. Jhunhunwala

Director

Ayushi Gupta

Company Secretary

Consolidated Statement of Profit and Loss for the year ended March 31, 2016

(Amount in ₹)			
Particulars	Note No.	For the year ended March 31, 2016	For the year ended March 31, 2015
REVENUE			
Revenue from Operations			
Sale of Products (Less: Returns, Claims etc)	20	863,647,222	988,477,697
Other operating revenue	21	4,490,922	1,769,353
		868,138,144	990,247,050
Less : Excise Duty		25,531,165	32,263,252
Revenue from Operations		842,606,979	957,983,798
Other Income	22	56,925,260	43,885,951
Total Revenue		899,532,239	1,001,869,749
EXPENSES			
Cost of Materials consumed	23	350,351,500	560,145,282
Purchase of Stock in Trade	24	123,499,125	17,071,473
Changes in Inventories of Finished Goods, Work in Progress & Stock in Trade	25	65,974,419	(34,765,536)
Employee Benefits Expense	26	129,756,314	125,014,113
Finance Costs	27	57,132,638	51,689,626
Depreciation and Amortization Expense	10	33,919,257	48,222,355
Other Expenses	28	189,924,285	242,548,347
Total Expenses		950,557,538	1,009,925,660
Profit/(Loss) before tax		(51,025,299)	(8,055,911)
Tax Expense			
Current		3,103,916	23,300,000
Tax for earlier year		413,309	-
Less : Mat Credit Entitlement		(1,490,268)	-
Deferred Tax Charge/(Credit)		(8,511,455)	(1,774,505)
		(6,484,498)	21,525,495
Profit/(Loss) after tax		(44,540,801)	(29,581,406)
Earning per Equity Share			
-Basic		(0.66)	(0.44)
-Diluted		(0.66)	(0.44)

Summary of significant accounting policies

1

Notes to consolidated financial statements

2-29

The notes are an integral part of the consolidated Financial Statements

As per our report of even date

For & on behalf of the Board

For **LODHA & CO.**
Chartered Accountants

R. K. Dabriwala
Managing Director

M. P. Jhunjunwala
Director

H. K. Verma
Partner

A. K. Gulgulia
Chief Financial Officer

Ayushi Gupta
Company Secretary

Place : Kolkata

Date : May 30, 2016

Consolidated Cash Flow Statement for the year ended March 31, 2016

	(Amount in ₹)	
	Year ended March 31, 2016	Year ended March 31, 2015
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit/(Loss) before Tax	(51,025,299)	(8,055,911)
Adjustment for		
Depreciation	33,919,257	48,222,355
Provision for Bad and Doubtful Debts	-	3,302,864
(Profit)/Loss on sale of Fixed Assets (Net)	(146,566)	674,948
(Profit)/Loss on sale of Long Term Investments (Net)	(1,128,155)	-
Liquidated Damages / Rebate & discount	16,006,938	3,562,280
Dividend from Long Term Investment	(2,002,146)	(1,970,441)
Finance Costs	57,132,638	51,689,626
Interest Income	(29,776,735)	(36,389,435)
Foreign Exchange (Gain) / Loss on foreign currency cash and cash equivalents	117,140	(101,038)
Liability/Provision for doubtful deposit written off/ (back) (Net)	(3,536,513)	(201,255)
Operating profit before working capital changes	19,560,559	60,733,993
Adjustment for		
Trade and other receivables	177,666,890	34,469,010
Inventories	46,455,670	(13,400,983)
Trade and other payables	(116,361,034)	24,187,288
	107,761,526	45,255,315
Cash generated from Operation	127,322,085	105,989,308
Direct Taxes (Paid)/Refund received	(5,721,261)	(19,042,745)
Net Cash from/(used in) Operating Activities	121,600,824	86,946,563
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	(12,509,637)	(19,702,014)
Sale of Fixed Assets	1,291,623	1,001,704
(Purchase)/Sale of Investments	1,378,199	(105,922,050)
(Loans Given)/Recovery of loan given to bodies corporate	(39,570,363)	10,045,563
Dividend received	202,146	170,441
Deposits with bank (original maturity more than 3 months)	(11,969,824)	(5,361,694)
Interest received	31,928,266	44,690,799
Net Cash from/(used in) Investing Activities	(29,249,590)	(75,077,251)

Consolidated Cash Flow Statement for the year ended March 31, 2016

(Amount in ₹)

	Year ended March 31, 2016	Year ended March 31, 2015
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds/(Repayments) from Borrowings	(4,108,226)	36,191,196
Dividend Paid (Including Corporate Dividend Tax thereon)	(20,310,353)	(19,755,936)
Interest paid	(57,925,153)	(51,198,125)
Net cash from/(used in) Financing Activities	(82,343,732)	(34,762,865)
Net increase/(Decrease) in Cash and Cash Equivalents	10,007,502	(22,893,553)
Cash and Cash Equivalents at the beginning of the year	21,912,758	44,705,273
Exchange difference on translation of foreign currency cash and cash equivalents	(117,140)	101,038
Cash and Cash Equivalents at the end of the year (Refer Note 17)	31,803,120	21,912,758

Note :

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

As per our report of even date

For **LODHA & CO.**
Chartered Accountants

H. K. Verma
Partner

Place : Kolkata
Date : May 30, 2016

For & on behalf of the Board

R. K. Dabriwala
Managing Director

A. K. Gulgulia
Chief Financial Officer

M. P. Jhunjunwala
Director

Ayushi Gupta
Company Secretary

Notes Forming Part of the Consolidated Financial Statements as at March 31, 2016

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES OF CONSOLIDATED ACCOUNTS

- 1.1 The Consolidated Financial Statements have been prepared in accordance with the Accounting Standard (AS) – 21 on “Consolidated Financial Statements”, notified vide Companies (Accounting Standards) Rules, 2006.
- 1.2 The Consolidated Financial Statements relate to International Conveyors Limited (the Company), and its subsidiaries. The details are as given below:

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

1.3 CONSOLIDATION PROCEDURE:

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

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

1.5 Other significant accounting policies :

1.5.1 General

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

1.5.2 Use of Estimates

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

1.5.3 Fixed Assets, Depreciation and Amortization

1.5.3. (i) Tangible Assets

- Gross Block

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

Notes Forming Part of the Consolidated Financial Statements as at March 31, 2016

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

- b) Depreciation is provided on written down value method as per Schedule II of the Companies Act, 2013 based on the useful life of the assets. In case of certain items of Plant and Equipments where useful life ranging from 10 to 30 years has been considered based on technical assessment, which is different from the useful life prescribed under Schedule II of the Companies Act, 2013 However assets costing ₹ 5,000/- or less are depreciated fully in the year of addition. Leasehold land is amortized over the period of lease.

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

1.5.3. (ii) Intangible Assets

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

1.5.4 Investments

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

1.5.5 Inventories

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

1.5.6 Impairments

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

1.5.7 Foreign Currency Transaction

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

1.5.8 Revenue Recognition

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

1.5.9 Sales

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

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

Notes Forming Part of the Consolidated Financial Statements as at March 31, 2016

1.5.10 Expenses

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

1.5.11 Employee Benefits

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

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

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

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

1.5.12 Grants

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

1.5.13 Borrowing Cost

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

1.5.14 Income Tax

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

1.5.15 Provisions, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Assets are neither recognized nor disclosed in the financial statement. Contingent Liabilities, if material, are disclosed by way of notes.

Notes Forming Part of the Consolidated Financial Statements as at March 31, 2016

(Amount in ₹)

Particulars	Reference Note No.	As at March 31, 2016	As at March 31, 2015
2 SHARE CAPITAL			
Authorised Shares			
98,000,000 (98,000,000) Equity Shares of ₹1/- each		98,000,000	98,000,000
20,000 (20,000) Preference Shares of ₹100/- each		2,000,000	2,000,000
		100,000,000	100,000,000
Issued, Subscribed and Fully Paid-up Shares:			
67,500,000 (67,500,000) Equity Shares of ₹ 1/- each		67,500,000	67,500,000
Forfeited Shares		250	250
		67,500,250	67,500,250

- 2.1 Out of the above issued shares, the company has only one class of equity shares having a par value of ₹ 1/- each. The dividend proposed by the Board of Directors is subject to the approval of shareholders in the ensuing Annual General Meeting. Each holder of equity shares is entitled to one vote per share. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amount in proportion of their shareholding. The Board of Directors has approved dividend of ₹ 0.05 per share (5%), subject to approval of shareholders in the ensuing Annual General Meeting.
- 2.2 There is no movement in the number of shares outstanding at the beginning and at the end of the reporting period.
- 2.3 Details of the shareholders holding more than 5% shares of the total number of equity shares issued by the Company :

Name of the Shareholder	Ref Note No.	No. of Shares held as at March 31, 2016	No. of Shares held as at March 31, 2015
Rajendra Kumar Dabriwala	2.3.1	2,426,620	5,412,620
Surbhit Dabriwala		8,824,859	6,474,000
Yamini Dabriwala		6,409,900	6,409,900
Elara India Opportunities Fund Limited		6,500,000	6,500,000
Cresta Fund Limited		6,500,000	6,500,000
Eriska Investment Fund Limited		6,500,000	6,500,000
Lotus Global Investments Limited		4,299,400	4,299,400

- 2.3.1 The percentage of share holding has been reduced from 8.02% to 3.59% on being sale/transfer of shares by Rajendra Kumar Dabriwala



Notes Forming Part of the Consolidated Financial Statements as at March 31, 2016

(Amount in ₹)

Particulars	Reference Note No.	As at March 31, 2016	As at March 31, 2015
3 RESERVES AND SURPLUS			
Capital Reserve			
As per last Balance Sheet (Central Subsidy)		3,942,000	3,942,000
		3,942,000	3,942,000
General Reserve			
As per last Balance Sheet		552,376,987	510,000,000
Add : Transferred from Surplus		-	50,000,000
Less : Transferred to Surplus		1,919,620	
Less : Adjustment on account of depreciation pursuant to schedule II of Companies Act, 2013		-	7,623,013
		550,457,367	552,376,987
Securities Premium Account			
As per last Balance Sheet		188,550,000	188,550,000
		188,550,000	188,550,000
Surplus / (Deficit)			
As per last Balance Sheet		(92,592,858)	7,298,901
Add : Transferred from General Reserve		1,919,620	-
Add : Net Profit /(Loss) After Tax transferred from Statement of Profit and Loss		(44,540,801)	(29,581,406)
Amount available for appropriation		(135,214,039)	(22,282,505)
Less : Appropriations			
- Transferred to General Reserve		-	50,000,000
- Proposed Equity Dividend		3,375,000	16,875,000
- Tax on Equity Dividend		690,863	3,435,353
		4,065,863	70,310,353
Net Surplus / (Deficit)		(139,279,902)	(92,592,858)
Foreign Currency Translation Reserves		18,402,001	23,608,742
Total Reserves and Surplus		622,071,466	675,884,871

Particulars	Reference Note No.	As at March 31, 2016		As at March 31, 2015	
		Non-Current	Current	Non-Current	Current
4 LONG TERM BORROWINGS					
SECURED LOAN					
Term Loan					
From bank	4.1	-	2,173,706	2,173,706	30,130,000
		-	2,173,706	2,173,706	30,130,000
Vehicle Finance Loan					
From banks	4.2	741,709	1,666,042	2,407,751	1,515,556
From others	4.3	501,597	583,105	1,084,702	524,063
		1,243,306	2,249,147	3,492,453	2,039,619
		1,243,306	4,422,853	5,666,159	32,169,619

Notes Forming Part of the Consolidated Financial Statements as at March 31, 2016

(Amount in ₹)

UNSECURED LOAN					
Sales Tax Deferment Loan	4.4	880,030	773,379	1,653,409	1,082,759
From bank	4.5	16,789,470	-	-	-
Finance Lease Obligation	4.6	535,499	267,750	-	-
		18,204,999	1,041,129	1,653,409	1,082,759
		19,448,305	5,463,982	7,319,568	33,252,378

4.1 Term loan referred above to the extent of:

- ₹ Nil (Previous year ₹ 3,330,000) was secured by first charge on Wind Mill acquired and installed in Andhra Pradesh, Current Assets of the Company, both present and future and extension of equitable mortgage of the leasehold industrial plot at Maharashtra Industrial Development Corporation, Aurangabad. The loan carried interest at 2.60% above base rate.
- ₹ 2,173,706 (Previous year ₹ 28,973,706) is secured by first charge on all fixed assets pertaining to Falta SEZ division of the company, both present & future, second charge on entire current assets of the said division of the Company both present & future, and is also secured by personal guarantee of one of the directors and corporate guarantee and is repayable in 21 quarterly installment commencing from June 2011. Last installment due in June 2016, rate of interest at 2.65% above base rate.

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

Rate of Interest	2017-18	2018-19
10.00%	223,085	-
10.50%	300,316	218,308

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

Rate of Interest	2017-18	2018-19
10.14%	28,879	-
11.71%	245,305	227,413

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

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

4.5 The bank loan taken by one of the subsidiary is unsecured and bears interest at 5.7% (Previous year : Nil).

4.6 The Finance lease obligation is entered for the purchase of motor vehicle by one of the subsidiary. The finance lease obligation is for tenure of 3 years.

Particulars	Reference Note No.	As at March 31, 2016	As at March 31, 2015
5 LONG TERM PROVISIONS			
Provision for employee benefits		1,663,347	1,192,845
		1,663,347	1,192,845
6 SHORT TERM BORROWINGS			
SECURED LOAN			
Working Capital Facility From Bank	6.1		
Repayable on demand		207,808,789	218,774,813
Others		20,392,557	194,556,526
		228,201,346	413,331,339



Notes Forming Part of the Consolidated Financial Statements as at March 31, 2016

Particulars	(Amount in ₹)		
	Reference Note No.	As at March 31, 2016	As at March 31, 2015
SHORT TERM BORROWINGS			
UNSECURED LOAN			
Others		326,510,148	129,560,972
		326,510,148	129,560,972
		554,711,494	542,892,311

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

7 TRADE PAYABLES

7.1 Total outstanding dues of micro enterprises and small enterprises

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

7.2 Trade payable other than micro enterprises and small enterprises

Payables For Goods and Services	7.2.1	75,817,286	137,604,074
		75,817,286	137,604,074
7.2.1 Payables For Goods and Services include			
Acceptances		33,359,788	42,116,998
Creditors for raw materials/stores purchases		13,312,404	42,700,919
8 OTHER CURRENT LIABILITIES			
Current Maturities of Long-term Term Loan	4	2,173,706	30,130,000
Current Maturities of Vehicle Finance Loan	4	2,249,147	2,039,619
Current Maturities of Sales Tax Deferment Loan	4	773,379	1,082,759
Current Maturities of Finance Lease Obligation	4	267,750	-
Interest accrued but not due on borrowings		87,876	159,238
Interest accrued and due on borrowings		327,776	1,048,929
Book Overdraft		5,728	-
Other Payables			
Forward Payable		2,164,276	-
Forward Deferred Premium		1,316,862	-
Unpaid Dividends	8.1	498,687	483,705
Other Payables	8.2 & 8.3	15,957,915	78,354,754
		25,823,102	113,299,004

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

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

8.3 Includes ₹ 7,693,858 (Previous year ₹ 70,577,410) being trade related in nature payable by one of the Subsidiary Company.

9 SHORT TERM PROVISIONS

Provision for employee benefits		4,347,230	1,635,674
Proposed Dividend		3,375,000	16,875,000
Tax on Proposed Dividend		690,863	3,435,353
Provision for Others		1,609,646	-
		10,022,739	21,946,027

Notes Forming Part of the Consolidated Financial Statements as at March 31, 2016

10 FIXED ASSETS		(Amount in ₹)										
Particulars	GROSS BLOCK					DEPRECIATION / AMORTISATION					NET BLOCK	
	As on 01.04.2015	Additions	Adjustments/ Deduction	As on 31.03.2016	Upto 31.03.2015	Adjusted With General Reserve	For the Year	Adjustments/ Deduction	Upto 31.03.2016	As on 31.03.2016	As on 31.03.2015	
TANGIBLE ASSETS												
(a) Land (Leasehold)	1,120,489	-	-	1,120,489	206,846	-	18,247	-	225,093	895,396	913,643	
(b) Buildings	66,334,121	360,000	-	66,694,121	22,411,704	-	4,309,631	-	26,721,335	39,972,786	43,922,417	
(c) Plant & Equipment	307,200,603	23,929,931	1,191,560	329,938,974	186,470,922	-	20,336,416	1,139,976	205,667,362	124,271,612	120,729,681	
(d) Wind Mill	267,143,526	-	-	267,143,526	216,194,951	-	4,382,105	-	220,577,056	46,566,470	50,948,575	
(e) Electrical Installation	6,536,741	-	-	6,536,741	3,933,144	-	734,784	-	4,667,928	1,868,813	2,603,597	
(f) Office Equipment	7,570,262	318,670	101,740	7,787,192	6,076,991	-	806,616	92,001	6,791,606	995,586	1,493,271	
(g) Furniture & Fixtures	7,715,905	195,675	-	7,911,580	6,079,221	-	536,604	-	6,615,825	1,295,755	1,636,684	
(h) Vehicles	13,864,623	523,364	2,390,732	11,997,255	5,207,888	-	2,262,500	1,306,998	6,163,390	5,833,865	8,656,735	
TOTAL TANGIBLE ASSETS	677,486,270	25,327,640	3,684,032	699,129,878	446,581,667	-	33,386,903	2,538,975	477,429,595	221,700,283	230,904,603	
Previous Year Tangible Assets	667,774,267	18,505,195	8,793,192	677,486,270	394,407,371	11,548,015	47,742,821	7,116,540	446,581,667	230,904,603	273,366,896	
INTANGIBLE ASSETS												
Computer Software	3,153,584	-	-	3,153,584	1,278,519	-	532,354	-	1,810,873	1,342,711	1,875,065	
TOTAL INTANGIBLE ASSETS	3,153,584	-	-	3,153,584	1,278,519	-	532,354	-	1,810,873	1,342,711	1,875,065	
Previous Year Intangible Assets	2,350,511	803,073	-	3,153,584	798,985	-	479,534	-	1,278,519	1,875,065	1,551,526	
TOTAL	680,639,854	25,327,640	3,684,032	702,283,462	447,860,186	-	33,919,257	2,538,975	479,240,468	223,042,994	232,779,668	
Previous Year	670,124,778	19,308,268	8,793,192	680,639,854	395,206,356	11,548,015	48,222,355	7,116,540	447,860,186	232,779,668	274,918,422	

10.1 Refer Note 4.1, 4.2, 4.3, 4.6 & 6.1

10.2 In terms of Schedule II of the Companies Act 2013 the holding company based on technical evaluation has identified and determined cost of each component/part of the asset separately. If the component/part has a cost which is significant to the total cost of the asset and has useful life that is materially different from that of the remaining asset. These components based on technical evaluation have been depreciated separately over their useful lives, the remaining components are depreciated over the life of the principal asset. Consequent upon the application of Schedule II as above depreciation for the year is lower by ₹ 71.42 lakhs, Net Block is higher by ₹ 71.42 lakhs and loss for the year is lower by ₹ 71.42 lakhs.

Notes Forming Part of the Consolidated Financial Statements as at March 31, 2016

(Amount in ₹)

Particulars	Reference Note No.	As at March 31, 2016		As at March 31, 2015	
		No. of Shares	Value	No. of Shares	Value
11 NON CURRENT INVESTMENTS (Valued at cost unless stated otherwise)					
Investment in Equity Instruments (Fully paid-up unless otherwise stated)					
Trade					
Others					
In Equity Shares of Other bodies corporate:					
Un-quoted:					
I G E (India) Private Limited (Face Value of Share ₹1/- each)		29,750	29,543	29,750	29,543
Pure Coke Limited (Face Value of Share ₹10/- each)		154,560	1,767,989	154,560	1,767,989
Dabri Properties and Trading Company Limited (Face Value of Share ₹10/- each)		60	600	60	600
Elpro Estates Limited (Face Value of Share ₹10/- each)		200	2,000	200	2,000
		184,570	1,800,132	184,570	1,800,132
Quoted :					
Uco Bank (Face Value of Share ₹ 10/- each)		200	2,400	200	2,400
Dunlop India Limited (Face Value of Share ₹ 10/- each)		25	631	25	631
Garware-Wall Ropes Limited (Face Value of Share ₹ 10/- each)		350	28,465	350	28,465
Radaan Media Works (I) Limited(Face Value of Share ₹ 2/- each)		73,190	815,753	73,190	815,753
Oil Country Tubular Limited (Face Value of Share ₹ 10/- each)		6,000	782,853	6,000	782,853
Tide Water Oil (India) Limited (Face Value of Share ₹ 5/- each)	11.5	1,536	1,920,347	434	2,170,391
Elpro International Limited (Face Value of Share ₹ 2/- each)	11.6	10,094,580	118,978,997	672,972	118,978,997
R.C.A.Limited (Face Value of Share ₹ 10/- each)		13,548	162,982	13,548	162,982
		10,189,429	122,692,428	766,719	122,942,472
Others					
In 12 % Non-Convertible Preference Shares of Other body corporate:					
Elpro International Limited (Face Value of Share ₹ 10/- each)	11.4	1,500,000	300,000,000	1,500,000	300,000,000
		1,500,000	300,000,000	1,500,000	300,000,000
			424,492,560		424,742,604
11.1 Aggregate Market value of Quoted Investments			296,842,488		476,778,806
11.2 Aggregate amount of Quoted Investments			122,692,428		122,942,472
11.3 Aggregate amount of Un-Quoted Investments			301,800,132		301,800,132

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

11.5 The face value of equity shares of Tide Water Oil (India) Limited of ₹ 10/- each has been sub divided into the face value of ₹ 5/- per equity share during the year and allotted bonus shares in the ratio of 1:1.

11.6 The face value of equity shares of Elpro International Limited of ₹ 10/- each has been sub divided into the face value of ₹ 2/- per equity share during the year and allotted bonus shares in the ratio of 1:2.

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

Notes Forming Part of the Consolidated Financial Statements as at March 31, 2016

(Amount in ₹)

Particulars	Opening as at April 1, 2015	Charge/ (Credit) during the year	As at March 31, 2016
12 DEFERRED TAX ASSETS/ (LIABILITY) [NET]			
Deferred Tax Liability:			
On account of depreciation difference as per Income tax and books of account	–	–	–
Gross Deferred Tax Liability	–	–	–
Deferred Tax Assets:			
On account of depreciation difference as per Income tax and books of account.	694,703	473,520	221,183
Employee Benefits	978,894	(1,101,246)	2,080,140
Unabsorbed Depreciation	-	(9,026,784)	9,026,784
Provision for doubtful debt and deposit	2,089,018	1,143,055	945,963
Gross Deferred Tax Asset	3,762,615	(8,511,455)	12,274,070
Net Deferred Tax Assets/(Liability) [Net]	3,762,615	(8,511,455)	12,274,070

Particulars	Reference Note No.	As at March 31, 2016	As at March 31, 2015
13 LONG TERM LOANS AND ADVANCES (Unsecured Considered Good)			
Capital Advances		3,381,277	3,356,277
Security Deposits		3,757,990	6,745,288
Advance Income Tax(net of provision)		10,846,656	10,369,146
MAT Credit Entitlement		1,490,268	470,410
Advance Fringe Benefit Tax(net of provision)		125,532	125,532
Others		25,000	25,000
		19,626,723	21,091,653

14 OTHER NON CURRENT ASSETS			
Balance With Bank			
- In Fixed Deposits (having maturity more than 12 months)	14.1	51,436,315	8,432,860
Dividend Receivable		5,400,000	3,600,000
		56,836,315	12,032,860

14.1 Kept as lien against Letter of Credit and Bank Guarantee.

15 INVENTORIES (Valued at lower of cost and net realisable value) (As valued, taken and certified by the management)			
Raw Materials		39,650,931	22,410,014
Raw Materials in Transit		11,078,508	12,097,075
Work-in-process		26,923,100	31,503,751
Finished Goods		99,264,487	127,415,631
Finished Goods in Transit		5,237,434	36,529,876
Stock in Trade		5,352,886	3,157,475
Stock in Trade in Transit		155,245	770,337
Stores and Spares		1,657,388	2,398,609
Loose Tools		640,502	133,383
		189,960,481	236,416,151

15.1 Refer Note 6.1



Notes Forming Part of the Consolidated Financial Statements as at March 31, 2016

(Amount in ₹)

Particulars	Reference Note No.	As at March 31, 2016	As at March 31, 2015
16 TRADE RECEIVABLES			
Unsecured			
Trade receivables outstanding for a period exceeding six months from the date they are due for payment :			
Considered Good		18,394,958	43,984,335
Considered Doubtful		1,213,845	4,516,709
Less: Provision for Doubtful debt		(1,213,845)	(4,516,709)
		18,394,958	43,984,335
Others			
Considered Good		141,277,052	207,883,858
	16.1	159,672,010	251,868,193

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

17 CASH AND BANK BALANCES			
Cash and Cash Equivalents			
(i) Balances With Banks			
In Current Accounts		30,455,233	20,471,867
In Unpaid Dividend Accounts	8.1	498,687	483,703
Fixed Deposit With Bank (With Original Maturity of less than 3 Months)	17.1	210,298	323,503
(ii) Cash on Hand		638,902	633,685
		31,803,120	21,912,758
Other Bank Balances			
Fixed Deposit With Bank (With Original Maturity of more than 3 months but less than 12 months)	17.1	4,882,403	35,916,034
		4,882,403	35,916,034
		36,685,523	57,828,792

17.1 Kept as lien against Letter of Credit and Bank Guarantee

18 SHORT TERM LOANS AND ADVANCES (Unsecured Considered Good)			
Loans and advances to related parties	18.1 & 29.6	183,228,076	143,657,713
Deposit to other body corporate		-	100,000,000
Security Deposits		4,976,990	2,294,380
Income Tax (Refundable)		2,411,110	214,174
Balance with Government authorities		16,476,063	18,774,171
Advances for supply of goods and services		682,340	9,407,425
Others		18,103,941	12,717,225
		225,878,520	287,065,088
(Unsecured Considered doubtful)			
Deposit to other bodies corporate		1,519,521	1,519,521
Less: Provision for doubtful deposit		(1,519,521)	(1,519,521)
		-	-
		225,878,520	287,065,088

18.1 Represents loan granted for their business purposes.

Notes Forming Part of the Consolidated Financial Statements as at March 31, 2016

(Amount in ₹)

Particulars	Reference Note No.	As at March 31, 2016	As at March 31, 2015
19 OTHER CURRENT ASSETS			
Interest accrued on deposits with Bank and others		1,503,279	3,654,810
Others Receivable		4,002,123	1,208,831
		5,505,402	4,863,641

Notes Forming Part of the Consolidated Financial Statements for the year ended March 31, 2016

Particulars	Reference Note No.	For the year ended March 31, 2016	For the year ended March 31, 2015
20 SALE OF PRODUCTS :			
PVC Fire Resistant Antistatic Solid Woven Coal Conveyor Belting		708,617,417	940,367,920
Trading Goods	20.1	127,857,800	19,407,292
Wind Energy	20.2	27,172,005	28,702,485
Revenue from operations		863,647,222	988,477,697
20.1 Details of sale of Trading Goods			
Ply Conveyor Belting		69,348,294	-
Fittings and Accessories		25,671,063	19,407,292
Equipments		7,843,763	-
Fabric		24,994,680	-
		127,857,800	19,407,292
20.2 Details of sales of Wind Energy			
Total Numbers of units generated and sold. * (In Kwh units)		7,519,643	7,981,289
Sales (in ₹)		27,172,005	28,702,485
*Net of 16729 Units (Previous Year 20285 Units) being transmission loss			
21 OTHER OPERATING REVENUE			
Miscellaneous Sales		954,409	1,718,098
Sundry Balance Written Back		3,536,513	51,255
		4,490,922	1,769,353

Notes Forming Part of the Consolidated Financial Statements for the year ended March 31, 2016

(Amount in ₹)

Particulars	Reference Note No.	For the year ended March 31, 2016	For the year ended March 31, 2015
22 OTHER INCOME			
Rent		29,760	29,760
Interest on loans, deposits with bank , etc.		29,776,735	36,389,435
Dividend on long-term investments		2,002,146	1,970,441
Profit on Sale of Fixed Assets (Net)		146,566	-
Profit on Sale of Long Term Investment		1,128,155	-
Insurance Claim Recovery		5,000,000	-
Other Receipt		10,252,609	192,149
Foreign Exchange Gain (Net)		8,589,289	5,154,166
Provision for Doubtful Deposit Written Back		-	150,000
		56,925,260	43,885,951

23 COST OF MATERIALS CONSUMED			
Cost of Materials Consumed	23.1	350,351,500	560,145,282
		350,351,500	560,145,282

23.1 Details of Materials Consumed

(a) Polyester Yarn		113,669,177	190,532,558
(b) Spun Yarn		4,407,312	8,231,671
(c) Cotton Yarn		26,670,346	44,514,701
(d) Chemicals			
(i) PVC Resin		74,024,041	106,087,040
(ii) Phosphate Plasticizer		44,815,887	127,238,085
(iii) Others		86,764,737	83,541,227
		350,351,500	560,145,282

24 PURCHASE OF STOCK IN TRADE			
Purchase of Stock in Trade	24.1	123,499,125	17,071,473
		123,499,125	17,071,473

24.1 Details of Purchase of Stock in Trade

(a) Ply Conveyor Belting		66,753,635	-
(b) Fittings and Accessories		21,563,155	17,071,473
(c) Equipments		7,548,000	-
(b) Fabric		27,634,335	-
		123,499,125	17,071,473

Notes Forming Part of the Consolidated Financial Statements for the year ended March 31, 2016

(Amount in ₹)

Particulars	Reference Note No.	For the year ended March 31, 2016	For the year ended March 31, 2015
25 CHANGES IN INVENTORIES OF FINISHED GOODS, WORK IN PROGRESS AND STOCK IN TRADE			
Opening Stock			
Finished Goods (including in transit ₹ 36,529,876/-)		163,945,507	114,799,189
Less : Excise Duty		478,303	445,526
		163,467,204	114,353,663
Work-in-process		31,503,751	46,673,308
Stock in Trade (including in transit ₹ 770,337/-)		3,927,812	3,106,260
		198,898,767	164,133,231
Less : Closing Stock			
Finished Goods (including in transit ₹ 5,237,434/-)		104,501,921	163,945,507
Less : Excise Duty		4,008,804	478,303
		100,493,117	163,467,204
Work-in-process		26,923,100	31,503,751
Stock in Trade (including in transit ₹ 155,245/-)		5,508,131	3,927,812
		132,924,348	198,898,767
		65,974,419	(34,765,536)
26 EMPLOYEE BENEFITS EXPENSE			
Salaries and Wages		118,615,089	105,469,359
Contribution to Provident, Gratuity and other Funds		7,006,531	8,030,858
Staff Welfare Expenses		4,134,694	11,513,896
		129,756,314	125,014,113
27 FINANCE COSTS			
Interest Expenses		52,163,510	45,464,042
Other Borrowing costs		720,364	219,863
Applicable loss on foreign currency transaction and translation		4,248,764	6,005,721
		57,132,638	51,689,626



Notes Forming Part of the Consolidated Financial Statements for the year ended March 31, 2016

(Amount in ₹)

Particulars	Reference Note No.	For the year ended March 31, 2016	For the year ended March 31, 2015
28 OTHER EXPENSES			
Consumption of Stores and Spare Parts		2,714,191	2,150,257
Power and Fuel		21,864,562	32,498,656
Rent	28.1	4,584,109	10,540,574
Repairs			
Buildings		2,447,851	1,925,001
Machinery		3,538,192	7,206,697
Others		6,950,549	6,443,838
Insurance Charges		5,758,591	2,350,110
Rates and Taxes		376,312	359,436
Travelling and Conveyance		11,995,432	10,543,784
Directors Fees		655,791	347,500
Auditors Remuneration :			
Audit Fees	28.2	748,109	696,386
Tax Audit Fees		51,450	51,236
Other Services		182,039	290,000
Transport, Packing and Forwarding		54,573,458	56,656,324
Commission on Sales		8,563,150	21,144,951
Legal and Professional Fees		24,400,600	30,697,247
Subscription and Donation	28.3	2,426,085	3,194,958
Provision for bad and doubtful Debts		-	3,302,864
Loss on Sale of Fixed Assets (Net)		-	674,948
Foreign Exchange Loss (Net)		-	20,653,127
Miscellaneous Expenses		38,093,814	30,820,453
		189,924,285	242,548,347

28.1 The group has certain cancellable operating lease arrangements for office/ residential accomodation and for use of machineries with a lease period of one to five years which can be further extended after mutual consent and agreement. The lease agreement can be terminated after giving a notice as per the terms of the lease by either of the party. Expenditure incurred on account of operating lease rentals during the year and recognised in the Statement of Profit and Loss amounts to ₹ 4,584,109/- (Previous Year ₹ 10,509,374/-).

28.2 Auditors Remuneration Includes Service Tax as follows :

Audit Fees	4,350	3,708
Tax Audit Fees	1,450	1,236
Other Services	1,564	-

28.3 Subscription and Donation includes expenses incurred on account of Corporate Social Responsibility (CSR) ₹ 2,250,000/- (Previous year ₹ 2,950,000/-)

Notes Forming Part of the Consolidated Financial Statements as at March 31, 2016

(Amount in ₹)

	2015-16	2014-15
NOTE : 29		
29.1 Contingent liabilities and commitments (to the extent not provided for) in respect of :		
29.1(i) Contingent liabilities		
a) Guarantees given by bank on behalf of the Company	78,888,764	110,418,191
b) Corporate Guarantees given by the Company (Refer Note 29.1(i).2)	172,128,543	145,000,000
c) Entry Tax Payable	135,314	135,314
d) Income Tax matter under Appeal	1,874,613	7,202,873

29.1(i).1 The Group's pending litigation comprises of claims against the group and proceeding pending tax/statutory/Government authorities. The Group has reviewed all its pending litigations and proceedings and has made adequate provisions, and disclosed the contingent liabilities, where applicable, in its consolidated Financial Statements. The Group does not expects the outcome of these proceedings to have a material impact on its financial position. Future cash outflows in respect of (c & d) above are dependent upon the outcome of judgments / decisions.

29.1(i).2 Disclosure pursuant to Section 186(4) of the Companies Act, 2013

On behalf of	Purpose	Date of Guarantee	2015-16	2014-15
Elpro International Limited	Rent Securitization Loan	March 25, 2013	145,000,000	145,000,000
International Conveyors Australia Pty Limited	Credit Limit	October 1, 2015	27,128,543	-
		Total	172,128,543	145,000,000

29.1 (ii) Estimated amount of contracts remaining to be executed on account and not provided for :	2015-16	2014-15
a) On capital account	275,780	977,806
29.2 Employee Benefits :	2015-16	2014-15
a) Contributions to Defined Contribution Plan recognized as expenses for the year are as under :		
Employer's Contribution to Provident Fund	795,502	957,167
Employer's Contribution to Pension Fund	1,020,004	792,799
Employer's Contribution to Employees State Insurance Scheme	176,436	204,554

b) The disclosure as per the Accounting Standard 15 (AS-15) "Employee Benefits" are given below:

The Company operates post retirement benefit plans as following:

Funded : Gratuity.

Non Funded : Leave Encashment



Notes Forming Part of the Consolidated Financial Statements as at March 31, 2016

(Amount in ₹)

Disclosures for defined benefit plans based on actuarial reports as on March 31, 2016

Particulars			Gratuity (Funded)		
			2015-16 (₹)	2014-15 (₹)	
A. Change in Defined Benefit Obligations :					
Present Value of Defined Benefit Obligations as at the beginning of the year			18,497,353	12,674,715	
Current Service Cost			1,154,615	1,111,275	
Past Service Cost			-	1,600,000	
Interest Cost			1,311,700	1,102,397	
Benefits Paid			(3,361,381)	(1,384,279)	
Actuarial (Gains)/ Losses			3,429,293	3,393,245	
Present Value of Defined Benefit Obligations as at the end of the year			21,031,580	18,497,353	
B. Change in the Fair Value of Assets:					
Fair Value of Plan Assets at the beginning of the year			18,402,832	16,864,488	
Expected Return on Plan Assets			1,485,132	1,520,748	
Contributions by the Employer			1,500,000	1,449,713	
Benefits paid			(3,361,381)	(1,384,279)	
Actuarial Gains/ (Losses)			(158,144)	(47,838)	
Fair Value of Plan Assets at the end of the year			17,868,439	18,402,832	
C. Reconciliation of Present value of Defined Benefit Obligation and the Fair Value of Assets:					
Present Value of Defined Benefit Obligations as at the end of the year			21,031,580	18,497,353	
Fair Value of Plan Assets at the end of the year			17,868,439	18,402,832	
Liability /(Assets) recognized in the Balance Sheet			3,163,141	94,521	
D. Expenses recognized in the Statement of Profit and Loss :					
Current Service Cost			1,154,615	1,111,275	
Past Service Cost			-	1,600,000	
Interest Cost			1,311,700	1,102,397	
Expected Return on Plan Assets			(1,485,132)	(1,520,748)	
Net Actuarial (Gain)/ Loss			3,587,437	3,441,083	
Total Expenses recognized in the Statement of Profit and Loss*			4,568,620	5,734,007	
E. Principal Actuarial Assumptions used :					
Discounted Rate (per annum) Compound			7.80%	7.80%	
Expected Rate of return on Plan Assets			8.50%	9.00%	
Rate of Salary increase (per annum)			7.00%	7.00%	
F. Experience History :	2015-16	2014-15	2013-14	2012-13	2011-12
Net Assets/(Liability) recognized in Balance Sheet (including experience adjustment impact)					
Present Value of Defined Benefit Obligations	21,031,580	18,497,353	12,674,715	12,646,379	11,644,938
Fair Value of Plan Assets	17,868,439	18,402,832	16,864,488	15,437,863	14,001,906
Status [Surplus/(Deficit)]	(3,163,141)	(94,521)	4,189,773	2,791,484	2,356,968
Experience Adjustment of Plan Assets [(Gain)/ Loss]	70,783	216,810	(27,313)	(114,587)	(31,662)
Experience Adjustment of obligation [(Gain)/ Loss]	3,429,293	2,589,103	263,349	355,596	(325,752)

Notes Forming Part of the Consolidated Financial Statements as at March 31, 2016

(Amount in ₹)

Disclosures for defined benefit plans based on actuarial reports as on March 31, 2016

Particulars				Leave Encashment (Non Funded)		
				2015-16 (₹)	2014-15 (₹)	
A. Change in Defined Benefit Obligations :						
Present Value of Defined Benefit Obligations as at the beginning of the year				2,733,998	2,042,361	
Current Service Cost				385,493	357,600	
Interest Cost				198,686	171,404	
Benefits Paid				(373,496)	(358,538)	
Actuarial (Gains)/ Losses				(97,245)	521,171	
Present Value of Defined Benefit Obligations as at the end of the year				2,847,436	2,733,998	
B. Change in the Fair Value of Assets:						
Fair Value of Plan Assets at the beginning of the year				—	—	
Expected Return on Plan Assets				—	—	
Contributions by the Employer				—	—	
Benefits paid				—	—	
Actuarial Gains/ (Losses)				—	—	
Fair Value of Plan Assets at the end of the year				—	—	
C. Reconciliation of Present value of Defined Benefit Obligation and the Fair Value of Assets:						
Present Value of Defined Benefit Obligations as at the end of the year				2,847,436	2,733,998	
Fair Value of Plan Assets at the end of the year				-	-	
Liability /(Assets) recognized in the Balance Sheet				2,847,436	2,733,998	
D. Expenses recognized in the Statement of Profit and Loss :						
Current Service Cost				385,493	357,600	
Interest Cost				198,686	171,404	
Expected Return on Plan Assets				-	-	
Net Actuarial (Gain)/ Loss				(97,245)	521,171	
Total Expenses recognized in the Statement of Profit and Loss *				486,934	1,050,175	
E. Principal Actuarial Assumptions used :						
Discounted Rate (per annum) Compound				7.80%	7.80%	
Expected Rate of return on Plan Assets				-	-	
Rate of Salary increase (per annum)				7.00%	7.00%	
F. Experience History :		2015-16	2014-15	2013-14	2012-13	2011-12
Net Assets/(Liability) recognized in Balance Sheet (including experience adjustment impact)						
Present Value of Defined Benefit Obligations		2,847,436	2,733,998	2,042,361	1,969,909	1,515,529
Fair Value of Plan Assets		-	-	-	-	-
Status [Surplus/(Deficit)]		(2,847,436)	(2,733,998)	(2,042,361)	(1,969,909)	(1,515,529)
Experience Adjustment of Plan Assets [(Gain)/ Loss]		-	-	-	-	-
Experience Adjustment of obligation [(Gain)/ Loss]		(97,245)	142,880	277,500	250,532	195,748

*Included in "Salaries, Wages and Bonus" and "Contribution to Provident Fund, Gratuity and Other Funds" under "EMPLOYEE BENEFITS EXPENSE" on Note 26.

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

The contributions expected to be made by the Company for the year 2016-17 is not ascertained.

**Notes Forming Part of the Consolidated Financial Statements** as at March 31, 2016

(Amount in ₹)

29.3 Unhedged Foreign Currency exposures as on March 31, 2016 are as follows :-

	Currency	Current year amount in Foreign Currency	Previous year amount in Foreign Currency
Amount receivable on account of sale of goods, loans and advances, interest, etc.	USD	928,408.49	2,142,355.09
	CDN	2,475,308.88	1,117,620.69
	AUD	1,278,135.94	1,719,601.12
Amount payable on account of purchase of goods and services, loans and advances, interest, etc.	USD	596,659.39	3,765,613.98
	GBP	29,786.32	6,291.85
	CDN	123,765.41	295,147.21
	AUD	-	7,480.00

Particulars	Year ended 31.03.2016	Year ended 31.03.2015
29.4 Earning Per Share (EPS) :		
a) Profit / (Loss) attributable to Shareholders (₹)	(44,540,801)	(29,581,406)
b) Weighted average number of Equity Shares	67,500,000	67,500,000
c) Nominal Value of Equity Share (₹)	1	1
d) Basic and Diluted EPS (₹)	(0.66)	(0.44)

Notes Forming Part of the Consolidated Financial Statements as at March 31, 2016

(Amount in ₹)

29.5 Segment information for the year ended March 31, 2015

(i) Information about primary business segments

Particulars	Conveyor Belting		Wind Energy		Trading Goods		Unallocated Corporate		Total Amount	
	2015-16	2014-15	2015-16	2014-15	2015-16	2014-15	2015-16	2014-15	2015-16	2014-15
a Segment Revenue										
Sale and Services to External customers	708617417	940367920	27172005	28702485	127857800	19407292	-	-	863647222	988477697
Other operating revenue	-	-	-	-	-	-	4490922	1769353	4490922	1769353
Gross Turnover	708617417	940367920	27172005	28702485	127857800	19407292	4490922	1769353	868138144	990247050
Less : Excise Duty / Service Tax recovered	25531165	32263252	-	-	-	-	-	-	25531165	32263252
Net Turnover	683086252	908104668	27172005	28702485	127857800	19407292	4490922	1769353	842606979	957983798
b Segment Results	(25791450)	43608630	11214327	18895766	2053451	2928873	-	-	(12523672)	65433269
Unallocated Corporate Expenses	-	-	-	-	-	-	(12273879)	(58188989)	(12273879)	(58188989)
	(25791450)	43608630	11214327	18895766	2053451	2928873	(12273879)	(58188989)	(24797551)	7244280
Interest Expenses	(469511)	(3323479)	(111573)	(1564425)	-	-	(56551554)	(46801722)	(57132638)	(51689626)
Interest Income	-	11095052	-	-	-	-	29776735	25294383	29776735	36389435
Profit/(Loss) from investment	-	-	-	-	-	-	1128155	-	1128155	-
Profit/(Loss) before Tax and Exceptional Items	(26260961)	51380203	11102754	17331341	2053451	2928873	(37920543)	(79696328)	(51025299)	(8055911)
Exceptional Items	-	-	-	-	-	-	-	-	-	-
Profit / (Loss) Before Tax	(26260961)	51380203	11102754	17331341	2053451	2928873	(37920543)	(79696328)	(51025299)	(8055911)
Income Taxes	-	-	-	-	-	-	6484498	(21525495)	6484498	(21525495)
Profit After Tax	(26260961)	51380203	11102754	17331341	2053451	2928873	(31436045)	(101221823)	(44540801)	(29581406)
c Segment Assets	517521430	689955152	53936289	56957468	10124510	9704862	-	-	581582229	756617482
Unallocated Corporate Assets	-	-	-	-	-	-	795475760	811760177	795475760	811760177
Total Assets	517521430	689955152	53936289	56957468	10124510	9704862	795475760	811760177	1377057989	1568377659
d Segment liabilities	(139424392)	(267167048)	(686919)	(4016919)	-	-	-	-	(14011311)	(271183967)
Unallocated Corporate Liabilities	-	-	-	-	-	-	(547374962)	(553808571)	(547374962)	(553808571)
Total Liabilities	(139424392)	(267167048)	(686919)	(4016919)	-	-	(547374962)	(553808571)	(687486273)	(824992538)
e Cost incurred during the period to acquire segment fixed assets	19302060	13282688	-	-	-	-	6025580	6025580	25327640	19308268
f Depreciation / Amortisation	27248104	39960228	4382105	4854166	-	-	2289048	3407961	33919257	48222355
g Non cash expenses other than Amortisation	-	-	-	-	-	-	-	-	-	-

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

Notes Forming Part of the Consolidated Financial Statements as at March 31, 2016

(Amount in ₹)

29.5 (ii) Information about secondary Business Segments

Particulars	2015-16	2014-15
Revenue by geographical market		
Sale of products		
Domestic	308,369,923	332,713,882
Export	555,277,299	655,763,815
Total	863,647,222	988,477,697
Assets		
Trade Receivables		
Within India	23,824,560	79,920,403
Outside India	135,847,450	171,947,790
Total	159,672,010	251,868,193

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

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

Notes Forming Part of the Consolidated Financial Statements as at March 31, 2016

Details of transaction made with Related Parties during the year :

Nature of transaction	R.C.A. Limited		Pure Coke Limited		I.G.E. (India) Private Limited		Elpro International Limited		Key Management	
	2015-16	2014-15	2015-16	2014-15	2015-16	2014-15	2015-16	2014-15	2015-16	2014-15
Director Remuneration	-	-	-	-	-	-	-	-	7,908,533	8,179,596
Interest on Loan (Net)										
Received	-	-	23,384,411	6,935,130	-	-	1,305,158	11,727,426	-	-
Paid	-	-	-	-	3,522,951	-	1,617,978	-	-	-
Rent Received	29,760	29,760	-	-	-	-	-	-	-	-
Dividend Income										
On Preferential Shares	-	-	-	-	-	-	1,800,000	1,800,000	-	-
On Equity Shares	27,096	27,096	-	-	-	-	-	-	-	-
Inter Corporate Deposit :										
Loan Given	-	-	261,190,000	116,171,225	-	-	26,000,000	87,500,000	-	-
Repayment of Loan	-	-	178,050,000	88,496,225	-	190,728	34,997,588	148,000,000	-	-
Loan Taken	-	-	-	8,003,775	200,000,000	-	81,060,676	-	-	-
Loan Repaid	-	-	-	8,003,775	170,000,000	-	56,060,676	-	-	-
Reimbursement of Expenses (Net)	-	-	-	-	1,001,927	981,608	-	-	-	-
Recovery of Expenses (Net)							28,689	10,065		
Purchase of Shares	-	-	-	-	-	-	-	-	-	-
Commission on Export Sales	-	-	-	-	-	-	-	-	-	-
Purchase of Materials/Services/ Assets	-	-	-	-	10,783	-	-	-	-	-
Sale of Materials/Services	-	-	-	-	-	-	-	-	-	-
Outstanding										
Loan Given	-	-	183,228,076	79,042,107	-	-	-	64,615,606	-	-
Loan Taken	-	-	-	-	33,170,655	-	26,184,016	-	-	-
Purchase of Materials/Services	-	-	-	-	-	-	-	-	-	-
Sale of Materials/Services	-	-	-	-	-	-	-	-	-	-
Export Sales Commission Payable	-	-	-	-	-	-	-	-	-	-
Rent Receivable	-	-	-	-	-	-	-	-	-	-
Dividend Receivable	-	-	-	-	-	-	5,400,000	3,600,000	-	-
Reimbursement of Expenses	-	-	-	-	60,250	25,388	-	-	-	-
Recovery of Expenses	-	-	-	-	-	-	28,689	11	-	-
Corporate Guarantee given and outstanding	-	-	-	-	-	-	145,000,000	145,000,000	-	-

29.7 The Financial statements of Conveyor Holdings Pte Limited (Refer Note 29.7.1) and Financial Statement of International Conveyors America Limited, INC for the year ended March 31, 2016 has not been subjected to audit by the auditors.

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

29.8 **Value and percentage of Imported and Indigenous Raw Materials, stores and Loose Tools consumed.**

Particulars	2015-16		2014-15	
	₹	%	₹	%
(a) Raw Materials :				
Imported	217,057,038	62	340,716,367	61
Indigenous	133,294,462	38	219,428,915	39
Total	350,351,500	100	560,145,282	100
(b) Stores, Spares & Components :				
Imported	514,500	19	312,863	15
Indigenous	2,199,691	81	1,837,394	85
Total	2,714,191	100	2,150,257	100

Notes Forming Part of the Consolidated Financial Statements as at March 31, 2016

29.9 C.I.F Value of Imports :

(Amount in ₹)

Particulars	2015-16	2014-15
(a) Raw Materials	183,339,441	275,941,370
(b) Trading Goods	28,475,274	15,006,012
(c) Components & Spare parts	2,638,016	-
Total	214,452,731	290,947,382

29.10 Expenditure in Foreign Currency :

Particulars	2015-16	2014-15
Travelling Expenses	1,216,385	1,704,711
Postage & Telegram	53,287	53,638
Salary	7,095,335	-
Commission	13,294,383	20,608,474
Freight Expenses	6,019,783	15,170,488
Interest on PCFC & FCNRB DL Loan	881,378	2,727,360
Interest on LC- Buyers Credit	720,615	1,067,401
Development & Testing Expenses	1,596,346	67,873
Other Expenses	21,437,112	20,097,386
Claims Etc.	5,254,383	-
Finance Costs	469,511	-
Employee benefit expenses	41,851,440	32,713,493
Other operating expenses	27,163,728	35,445,683
Total	127,053,686	129,656,507

29.11 Earning in Foreign Currency :

Export of Beltings at F.O.B. Value	481,577,767	647,320,444
Total	481,577,767	647,320,444

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

29.13 In respect of unrealised profits resulting from intragroup transactions that are included in the carrying amount of inventory are eliminated in full. The aforesaid inventory is as certified by the respective management.

Notes Forming Part of the Consolidated Financial Statements as at March 31, 2016

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

Name of Enterprises	Net Assets, ie., total assets minus total liabilities		Share in profit or loss	
	As % of consolidated net assets	Amount (₹)	As % of consolidated net assets	Amount (₹)
Parent				
International Conveyors Limited	117.53	810,450,110	28.83	(12,841,686)
Subsidiaries				
Indian				
International Belting Limited	13.53	93,295,712	(18.68)	8,321,001
Foreign				
Conveyor Holdings Pte Limited, Singapore *	(14.63)	(100,865,319)	82.01	(36,528,891)
International Conveyors America Limited, INC	(2.92)	(20,116,351)	7.84	(3,491,225)

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

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

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

29.16 Holding Company's operation has been affected due to sluggish market condition during the year.

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

Note 1 to 29.17 forms an integral part of the Financial Statements.

As per our report of even date

For **LODHA & CO.**
Chartered Accountants

H. K. Verma
Partner

Place : Kolkata
Date : May 30, 2016

For & on behalf of the Board

R. K. Dabriwala
Managing Director

A. K. Gulgulia
Chief Financial Officer

M. P. Jhunjhunwala
Director

Ayushi Gupta
Company Secretary

FINANCIAL HIGHLIGHTS 2012-2016
₹ in Lakhs

	2012	2013	2014	2015	2016
TURNOVER	10113.47	12015.80	13860.01	10044.41	7766.58
OPERATING PROFIT	1916.21	1931.05	1864.28	1099.90	127.06
DEPRECIATION	471.66	482.91	600.32	480.05	336.46
PROFIT/(LOSS) BEFORE TAX	1444.55	1448.14	1263.96	619.85	(209.40)
TAX	417.10	424.93	426.75	192.25	(80.98)
PROFIT/(LOSS) AFTER TAX	1027.45	1023.21	837.20	427.60	(128.42)
DIVIDEND PAYOUT	196.13	197.43	197.43	203.10	40.66
RETAINED EARNINGS	831.32	825.78	639.77	224.49	(169.08)
SHAREHOLDERS' FUNDS	6659.75	7485.53	8125.31	8273.58	8104.50
BORROWINGS	5234.51	4436.32	5472.73	5834.64	5620.31
GROSS FIXED ASSETS	4725.12	4793.04	6755.13	6782.25	6996.16
DEBT EQUITY RATIO	1:1.27	1:1.69	1:1.48	1:1.42	1:1.44
EARNING PER SHARE (₹)	1.52	1.52	1.24	0.63	(0.19)
DIVIDEND PER SHARE (₹)	0.25	0.25	0.25	0.25	0.05
NET WORTH PER SHARE (₹)	9.87	11.09	12.04	12.26	12.01

SHARE DATA (As On 31.03.2016)

NO. OF SHARES ISSUED	:	67500000
MARKET CAPITALISATION (₹)	:	1130625000
NO. OF SHAREHOLDERS	:	1846
LISTING AT	:	Kolkata & Mumbai

Share Holding pattern	
Promoters	37.39%
Public	62.61%

