



BIRLA CORPORATION LIMITED

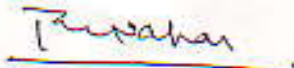
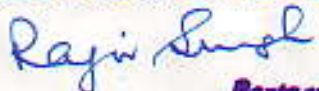
1, SHAKESPEARE SARANI, 2ND FLOOR, KOLKATA - 700 071

Phone : (033) 6603 3300 / 01 / 02, Fax : (033) 2288 4426

E-mail : coordinator@birlacorp.com; Website : www.birlacorporation.com

FORM A

**Covering letter of the annual audit report to be filed with
the Stock Exchanges as per Clause 31(a)
of the Listing Agreement**

1.	Name of the Company	Birla Corporation Limited
2.	Annual financial statements for the year ended	31st March, 2015
3.	Type of Audit observation	Un-qualified
4.	Frequency of observation	Not Applicable
5.	<u>Signed by</u> - Managing Director	
	Chief Financial Officer	
	Auditor of the Company	for B.P. KHARDELWAL & CO.  Partner
	Audit Committee Chairman	 (SHRI VIKRAM SWARUP)

REGISTERED OFFICE : Birla Building, 9/1 R. N. Mukherjee Road, Kolkata - 700 001

Phone : (033) 2210 6991, 6603 6777 / 726, Fax : (033) 2248 2872 / 7988, CIN : L01132WB1919PLC003334

E-mail : coordinator@birlacorp.com, Website : www.birlacorporation.com



ANNUAL REPORT AND ACCOUNTS 2014-15



Madhav Prasadji Birla
(1918 - 1990)

*V*isionary, Pioneer, Karmayogi. His inspiring
spirit of enterprise continues to be the guiding force
for all our activities and future growth



Priyamvadaji Birla
(1928 - 2004)

Vidya, Shraddha, Chintan and Utkarsh were the principles that governed her approach to life and will be guiding us always in our pursuit for excellence



Rajendraji S Lodha
(1942 - 2008)

His exemplary leadership will continue to inspire and motivate us to grow, develop and excel in all spheres with Discipline, Determination, Dedication and Dignity



Shri Harsh V. Lodha
Chairman



Shri Pracheta Majumdar
Wholetime Director designated
as Chief Management Advisor



Shri Vikram Swarup



Shri Anand Bordia



Shri Brij Behari Tandon



Shri Dhruba Narayan Ghosh



Dr. Deepak Nayyar



Smt. Shailaja Chandra



Shri Bachh Raj Nahar
Managing Director

BOARD OF DIRECTORS

Shri Harsh V. Lodha (DIN 00394094)
Chairman

Shri Pracheta Majumdar (DIN 00179118)
*Wholetime Director designated as
Chief Management Advisor*

Shri Vikram Swarup (DIN 00163543)

Shri Anand Bordia (DIN 00679165)

Shri Brij Behari Tandon (DIN 00740511)

Shri Dhruva Narayan Ghosh (DIN 00012608)

Dr. Deepak Nayyar (DIN 00348529)

Smt. Shailaja Chandra (from 05.02.2015) (DIN 03320688)

Shri Bachh Raj Nahar (DIN 00049895)
Managing Director

CHIEF FINANCIAL OFFICER

Shri A. Saraogi

COMPANY SECRETARY

Shri G. Sharma

AUDITORS

H. P. Khandelwal & Co.
Chartered Accountants
Kolkata - 700 001

REGISTRAR & SHARE TRANSFER AGENT

MCS Share Transfer Agent Limited
12/1/5 Monohar Pukur Road
Kolkata - 700 026

CORPORATE OFFICE

1, Shakespeare Sarani (2nd floor)
Kolkata - 700 071
Phone : (033) 6603 3300/3301/3302

REGISTERED OFFICE

Birla Building (3rd & 4th floors)
9/1, R. N. Mukherjee Road
Kolkata - 700 001
Phone : (033) 6616 6726/6737/6738
E-mail : investorsgrievance@birlacorp.com
Website : www.birlacorporation.com
CIN : L01132WB1919PLC003334

SENIOR MANAGEMENT TEAM

Shri G. Jayaraman
Executive President

Shri A. Agarwal
President
Corporate Development & Planning

Shri V. K. Hamirwasia
President
Birla Cement Works
Chandera Cement Works

Shri P. C. Mathur
President
Satna Cement Works
Raebareli Cement Works
Vindhyachal Steel Foundry

Shri R. Kakkar
Sr. Joint President
Durgapur Cement Works
Durga Hitech Cement

Shri T. C. Jain
Sr. Joint President (Mktg.)
Satna Cement Works
Raebareli Cement Works
Durgapur Cement Works
Durga Hitech Cement

Shri K. K. Sharma
President
Corporate Social Responsibility

Shri G. R. Verma
Joint President
Birla Jute Mills

CONTENTS

Notice	4
Financial Highlights	10
Sources and Application of Funds	11
Directors' Report & Management Discussion & Analysis	12
Corporate Governance Report	37
Auditors' Report	47
Balance Sheet	50
Statement of Profit & Loss	51
Cash Flow Statement	52
Notes to Financial Statements	53
Financial Information of Subsidiary Companies	80
Consolidated Financial Statements	81



NOTICE

To the Shareholders

NOTICE is hereby given that the Ninety-fifth Annual General Meeting of the Shareholders of the Company will be held at Kalpataru Uttam Mancha, 10/1/1, Monohar Pukur Road, Kolkata - 700 026, on Thursday, the 2nd day of July, 2015 at 10.30 A.M. to transact the following business :-

ORDINARY BUSINESS :

1. To receive, consider and adopt :
 - (a) the Balance Sheet as at 31st March, 2015, the Profit & Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.
 - (b) the audited consolidated financial statements of the Company for the financial year ended 31st March, 2015.
2. To declare dividend on Ordinary Shares.
3. To appoint a director in place of Shri Pracheta Majumdar (holding DIN 00179118), who retires by rotation and being eligible, offers himself for re-appointment.
4. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED that pursuant to provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory amendments(s) or re-enactment thereof for the time being in force) Messrs. H.P. Khandelwal & Co., Chartered Accountants, (Firm Registration No.302050E), be and are hereby appointed as Statutory Auditors of the Company, to hold office for one year from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company and the Board of Directors of the Company be and is hereby authorised to fix their remuneration and sanction travelling and other incidental expenses that may be incurred by them in connection with the audit of Accounts of the Company."

SPECIAL BUSINESS :

5. To consider and if thought fit, to pass with or without modification(s), the following resolutions as an **Ordinary Resolution** :

"RESOLVED that pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules made there under (including any statutory amendments(s) or re-enactment thereof for the time being in force) and pursuant to the Clause 49 of the Listing Agreement with the Stock Exchanges, Ms Shailaja Chandra, (holding DIN 03320688), who was appointed as an Additional Director of the Company under Section 161(1) of the Act and Article 138 of the Articles of Association of the Company and whose term of office expires at the Annual General Meeting, and who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of five years with effect from February 05, 2015."
6. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution** :

"RESOLVED that pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of ₹ 3 lakhs (Rupees three lakhs only) plus service tax as applicable and reimbursement of actual travel and out of pocket expenses, to be paid to Shri Somnath Mukherjee, (Membership No. 5343), Cost Auditor of the Company, for the financial year 2015-16, as approved by the Board of Directors of the Company, be and is hereby ratified."

"RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Registered Office :
Birla Building
9/1, R. N. Mukherjee Road
Kolkata-700 001
CIN : L01132WB1919PLC003334
Dated, the 1st June, 2015

By Order of the Board

Girish Sharma
Sr. Vice-President (Indirect Taxes)
& Company Secretary

Notes :

- (01) **A member entitled to attend and vote at the above Meeting is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member. Proxies, in order to be effective, must be received by the Company not less than 48 hours before the commencement of the Meeting.**
- (02) **A person shall not act as Proxy for more than Fifty (50) members and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A person holding more than 10 percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.**
- (03) Members/Proxies should bring the Attendance Slip duly filled in for attending the Meeting.
- (04) The Register of Members and the Share Transfer Books of the Company will remain closed from 23rd June, 2015 to 2nd July, 2015 (both days inclusive).
- (05) Dividend on ordinary shares, when approved at the Meeting, will be paid to those members -
 - (a) whose names appear as Beneficial Owners as at the end of business hours on 22nd June, 2015, in the list to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form, and
 - (b) whose names appear as Members in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Company on or before 22nd June, 2015.
- (06) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of Item Nos. 5 and 6, which sets out details relating to Special Business at the meeting, is annexed hereto.
- (07) Shareholders holding shares in physical form are requested to notify to the Company's Registrar and Share Transfer Agent, quoting their folio number, any change in their registered address with PIN CODE/mandate/bank details and in case the shares are held in dematerialised form, this information should be passed on to their respective Depository Participants.
- (08) Shareholders who have not so far encashed their Dividend Warrants for the accounting years ended 31st March, 2008, 2009, 2010, 2011, 2012, 2013 and 2014 and Interim Dividend Warrants for accounting year ended 31st March, 2010, 2011, 2012 and 2013 may immediately approach the Company for revalidation of unclaimed Dividend Warrants.

The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2006-07, from time to time on due dates, to the Investor Education and Protection Fund (the IEPF) established by the Central Government. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on August 21, 2014 (date of last Annual General Meeting) on the website of the Company (www.birlacorporation.com), as also on the website of the Ministry of Corporate Affairs.
- (09) The Securities and Exchange Board of India (SEBI) has made it mandatory for all companies to use the bank account details furnished by the depositories for depositing dividends. Dividend will be credited to the Members' bank account through NECS wherever complete core banking details are available with the Company. In cases where the core banking details are not available, dividend warrants will be issued to the Members with bank details printed thereon as available in the Company's records.
- (10) As per the provisions of the Companies Act, 2013 the facility for making/ varying /cancelling nominations is available to individuals, holding shares in the Company. Nominations can be made in Form SH.13 and any variation /cancellation thereof can be made by giving notice in Form SH.14, prescribed under the Companies (Share capital and Debentures) Rules, 2014 for the purpose. The Forms can be obtained from the Registrars and Share Transfer Agents/Company.
- (11) As required by Securities and Exchange Board of India (SEBI) vide its Circular, the shareholders are requested to furnish a copy of the PAN card to the Company/Registrar & Share Transfer Agents while sending the shares held in physical form for transfer, transmission, transposition and deletion of name of the deceased shareholder(s).
- (12) **Members holding shares in physical form who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communications including Annual Reports, Notices, Circulars etc. from the Company electronically. However, where the shares are held by the members in dematerialized form, the same has to be communicated to his/her Depository Participant for the purpose of receiving any of the aforesaid documents in electronic form.**
- (13) Disclosure pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges, with respect to Directors seeking re-appointment/appointment in the forthcoming Annual General Meeting is given in the Annexure.

(14) Voting through electronic means

- I. In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through Polling Paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 29th June, 2015 (9:00 a.m.) and ends on 1st July, 2015 (5:00 p.m.). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 25th June, 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
 - (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of "Birla Corporation Limited".
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to khaitan52@gmail.com with a copy marked to evoting@nsdl.co.in
 - B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
 - (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :

EVEN (Remote e-voting Event Number)	USER ID	PASSWORD/PIN
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 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 25th June, 2015.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 25th June, 2015 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or mcssta@rediffmail.com.
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- XI. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through Polling Paper.
- XII. Shri Deepak Kumar Khaitan, Company Secretary in Whole-time Practice, (Membership No. FCS-5615, CP No. 5207) has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIII. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Poling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XIV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XV. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.birlacorporation.com and on the website of NSDL within 48 (forty-eight) hours of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges.
- (15) All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during business hours between 10 A.M. to 12 Noon on any working day excluding Saturday and Sunday prior to the date of the Meeting and will also be available for inspection during the Meeting.

Invitation to participate in the Green Initiative launched by the Ministry of Corporate Affairs

The green initiative circulars issued by Ministry of Corporate Affairs (MCA) as well as Clause 32 of the Listing Agreement executed with the stock exchanges permits sending of soft copies of annual reports to all those Members who have registered their e-mail addresses for the purpose.

The Companies Act, 2013 has also recognised serving of documents to any Member through electronic mode. In terms of the Circular No. NSDL/CIR/II/10/2012 dated March 9, 2012 issued by National Securities Depository Limited, email addresses made available by the Depository for your respective Depository Participant accounts as part of the beneficiary position downloaded from the Depositories from time to time will be deemed to be your registered email address for serving notices/documents including those covered under Sections 101 and 136 of the Companies Act, 2013 read with Section 20 of the Companies Act, 2013 and the underlying rules relating to transmission of documents in electronic mode. In light of the requirements prescribed by the aforesaid circulars, for those Members whose Depository Participant accounts do not contain the details of their email address, printed copies of the Notice of Annual General Meeting and Annual Report for the year ended March 31, 2015 would be despatched.

The Notice of Annual General Meeting and the copies of audited financial statements, directors' report, auditors' report etc. will also be displayed on the website www.birlacorporation.com of the Company and the other requirements as applicable will be duly complied with. Members holding shares in electronic mode are requested to ensure to keep their e-mail addresses updated with the Depository Participants. Members holding shares in physical mode are also requested to register their e-mail address with our Registrar & Share Transfer Agent - M/s. MCS Share Transfer Agent Limited, 12/1/5, Monohar Pukur Road, Kolkata - 700 026, E-mail ID : mcssta@rediffmail.com. Such registration of e-mail address may also be made with the Company at its Registered Office as per the address mentioned above or at the E-mail ID : greeninitiative@birlacorp.com. Any changes in the E-mail address may also be communicated from time to time.

EXPLANATORY STATEMENT

[Pursuant to Section 102 of the Companies Act, 2013]

Items of Special Business :

Item No. 5

As per the provisions of Section 149(1) of the Companies Act, 2013 and amended Clause 49 of the Listing Agreement, the Company should have at least one Women Director. Accordingly, pursuant to the provisions contained in Article 138 of the Articles of Association of the Company and Section 161 of the Companies Act, 2013 the Board of Directors based on the recommendation of the Nomination and Remuneration Committee has appointed Ms. Shailaja Chandra as an Additional Independent Director of the Company on 5th February, 2015. According to the provisions of the said Article and the said Section, she will hold office only upto the date of this Annual General Meeting. The Company has received notice in writing from a member along with a deposit of requisite amount under section 160 of the Act proposing the candidature of Ms. Shailaja Chandra for the office of director of the Company.

Ms. Shailaja Chandra was a Member of the Indian Administrative Service (IAS) and a civil servant for 38 years who has distinguished herself in several roles including as Delhi's only woman Chief Secretary. Ms. Chandra also has additional 10 years of experience in Public Governance. Apart from 15 years of experience with the Central Government where Ms. Chandra held assignments in the Ministries of Defence, Power and Health, Ms. Chandra has worked in different parts of the country with the State Governments. She was Health Secretary in Delhi and joined the Government of India as Joint Secretary in the Ministry of Health & Family Welfare where she was promoted as Additional Secretary and later Secretary in the same Ministry. Ms. Chandra was Chairman, Public Grievances Commission and Appellate Authority under the Delhi Right to Information Act and was the first Executive Director of the National Population Stabilisation Fund, Ministry of Health & Family Welfare, Government of India.

Keeping in view her vast expertise and knowledge, it will be in the interest of the Company that Ms. Shailaja Chandra is appointed as an Independent Director of the Company. Ms. Chandra shall not be liable to retirement by rotation and shall hold office for a term of five years with effect from February 05, 2015.

Copy of letter of appointment issued to Ms. Shailaja Chandra upon her appointment containing the terms and conditions of the appointment shall be open for inspection at the registered office of the Company by any member of the Company at the Registered Office between 10 A.M. to 12 Noon on any working day excluding Saturday and Sunday prior to the date of the Meeting and will also be available for inspection during the Meeting.

Details in respect of Ms. Chandra, who is proposed to be appointed as an Independent Director, is furnished in the Annexure of this Notice.

Except Ms. Shailaja Chandra and her relatives, to the extent of their shareholding interest, if any, in the Company, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.5.

Your Directors, therefore, recommend the said Resolution at Item No. 5 for your approval.

Item No. 6

The Board of Directors of the Company, on the recommendation of the Audit Committee, at its meeting held on 7th May, 2015, has considered and approved the appointment of Shri Somnath Mukherjee, Cost Accountant, (Membership No. 5343), as the Cost Auditor of the Company for the financial year 2015-16 for the following products at a total remuneration of ₹ 3 lakh (Rupees three lakh only) per annum plus service tax as applicable and reimbursement of actual travel and out of pocket expenses.

1. Cement - ₹ 2 lakh (Rupees two lakh only) per annum
2. Jute Goods - ₹ 1 lakh (Rupees one lakh only) per annum

In accordance with the provisions of Section 148(3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 6 of the Notice for ratification of the remuneration payable to the Cost Auditor for the financial year 2015-2016.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.6.

Your Directors, therefore, recommend the said Resolution at Item No. 6 for your approval.

Registered Office :

Birla Building
9/1, R. N. Mukherjee Road
Kolkata-700 001
CIN : L01132WB1919PLC003334
Dated, the 1st June, 2015

By Order of the Board

Girish Sharma
Sr. Vice-President (Indirect Taxes)
& Company Secretary

ANNEXURE TO ITEMS 3 & 5 OF THE NOTICE

Details of Directors seeking re-appointment/appointment at the forthcoming Annual General Meeting
(in pursuance of Clause 49 of the Listing Agreement)

(As on 31st March, 2015)

Name of the Director	Shri Pracheta Majumdar	Ms. Shailaja Chandra
Date of Birth	15.08.1944	17.06.1944
Nationality	Indian	Indian
Date of appointment on the Board	28.10.2003	05.02.2015
Qualifications	Mechanical Engineer	I.A.S.
Expertise	Wide experience in the fields of design and project management of Chemicals, Petrochemical and Fertilizer Plants and other Management functions.	Civil servant for 38 years who has distinguished herself in several roles including as Delhi's only woman Chief Secretary. Has additional 10 years of experience in Public Governance. Apart from 15 years of experience she held assignments in the Ministries of Defence, Power and Health, worked in different parts of the country with the State Governments.
Number of shares held in the Company	500*	Nil
List of directorships held in other companies	Vindhya Telelinks Ltd.	Ayurvet Limited JSW Energy Limited Jaigad PowerTransco Limited JSW Power Trading Company Limited
Chairman/Member of the Committees of the Boards of companies in which he/she is Director	Member <i>Audit Committee and Share Transfer-cum Investors' Grievance Committee - Vindhya Telelinks Ltd.</i>	Member <i>Audit Committee -</i> Ayurvet Limited JSW Energy Limited JSW Power Trading Company Limited Jaigad PowerTransco Limited <i>Corporate Social Responsibility Committee -</i> JSW Energy Limited JSW Power Trading Company Limited Jaigad PowerTransco Limited <i>Nomination and Remuneration Committee -</i> Jaigad PowerTransco Limited
Relationship between Directors inter-se	Nil	Nil

NOTE : * Shares held jointly with other shareholder.

Directorships / Committee memberships exclude Alternate Directorships and Directorships in private/foreign companies and companies incorporated under Section 8 of the Companies Act, 2013.

FINANCIAL HIGHLIGHTS

(₹ in lacs)

	2014-15	2013-14	2012-13	2011-12	2010-11	2009-10	2008-09	2003-04
OPERATING RESULTS								
Turnover	369217	347792	299434	259682	243681	238707	203884	116891
Surplus before Depreciation, Finance Cost & Tax Expenses (EBITDA)	45755	38138	51995	47856	55502	84342	50193	10039
Finance Cost	7837	8559	6486	5251	5263	2697	2205	2514
Surplus after Finance Cost but before Depreciation & Amortisation & Exceptional Items	37918	29579	45509	42605	50239	81645	47988	7525
Depreciation and Amortisation	15346	13258	10439	8000	6483	5564	4342	3367
Exceptional Items	1284	1093	-	-	-	-	-	-
Income/Deferred Tax/Income Tax Refund (Net)	3744	2252	8088	10684	11768	20363	11295	2
Net Profit	17544	12976	26982	23921	31988	55718	32351	4156
Dividend Payout	5561	5406	6292	5370	5377	5395	4054	869
Dividend Percentage	60.00	60.00	70.00	60.00	60.00	60.00	45.00	10.00
Retained Earning	11983	7570	20690	18551	26611	50323	28297	3287
ASSETS & LIABILITIES								
Fixed Assets :								
Gross Block	327139	307691	290887	271073	220945	175779	144302	90301
Net Block	204527	200652	196140	186216	143393	102645	74887	32547
Other Assets	294599	286060	256409	219745	216911	190390	121180	32099
Total Assets	499126	486712	452549	405961	360304	293035	196067	64646
Represented by :								
Share Capital	7701	7701	7701	7701	7701	7701	7701	7701
Reserves & Surplus	254710	244907	237305	216637	198091	171422	121070	18049
Net Worth	262411	252608	245006	224338	205792	179123	128771	25750
Borrowings	124261	107941	117527	112433	93769	70919	27645	20712
Other Liabilities & Provisions	112454	126163	90016	69190	60743	42993	39651	18184
Key Indicators								
Earning per Ordinary Share (₹)	22.78	16.85	35.04	31.06	41.54	72.36	42.01	5.40
Cash Earning per Ordinary Share (₹) (annualised)	48.23	36.99	59.10	41.45	49.96	79.58	47.65	9.77
Net Worth per Ordinary Share (₹)	340.77	328.00	318.17	291.33	267.24	232.61	167.22	33.44
Debt Equity Ratio (on long-term loans)	0.42:1	0.26:1	0.39:1	0.34:1	0.29:1	0.23:1	0.04:1	0.25:1
Current Ratio	3.65	2.58	2.21	2.51	2.64	1.96	1.86	1.25

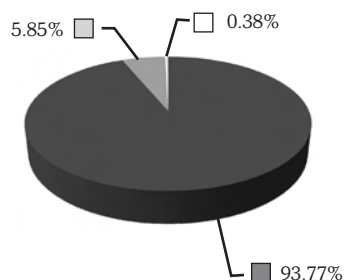
SOURCES AND APPLICATION OF FUNDS

(₹ in lacs)

SOURCES OF FUNDS	2014-15	2013-14	2012-13	2011-12	2010-11	2009-10
1. Generation from operations –						
Surplus/(Deficit) after taxes	17544	12976	26982	23921	31988	55718
Depreciation	15346	13258	10439	8000	6483	5564
Deferred Tax	1316	2252	5844	4073	3301	228
	<u>34206</u>	<u>28486</u>	<u>43265</u>	<u>35994</u>	<u>41772</u>	<u>61510</u>
2. Borrowings (Net)	16320	(9586)	5094	18664	30661	43274
3. Reduction in Working Capital	–	10572	910	–	–	–
4. Increase/(Decrease) in Reserves	(2166)	33	–	17	80	50
	<u>48360</u>	<u>29505</u>	<u>49269</u>	<u>54675</u>	<u>72513</u>	<u>104834</u>
APPLICATION OF FUNDS						
1. Fixed Assets	19675	17772	20385	50844	50296	28040
2. Investments	(1610)	6327	22592	(12452)	2756	58936
3. Increase in Working Capital	24734	–	–	10913	14084	12463
4. Dividend	5561	5406	6292	5370	5377	5395
	<u>48360</u>	<u>29505</u>	<u>49269</u>	<u>54675</u>	<u>72513</u>	<u>104834</u>

Statement of Sales by Activities 2014-15

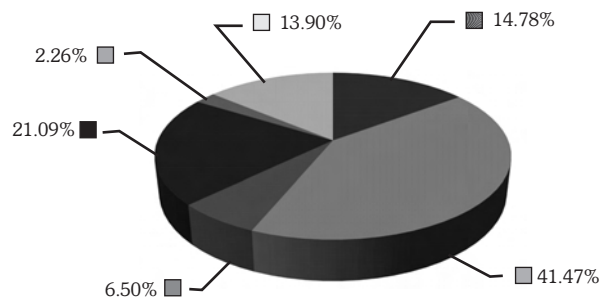
(₹ in lacs)



■ Cement : 340811.29 (93.77%)
■ Jute : 21246.09 (5.85%)
□ Others : 1395.57 (0.38%)

Revenue Distribution 2014-2015

(₹ in lacs)



■ Raw Materials : 51255.64 (14.78%)
■ Manufacturing Expenses : 143851.99 (41.47%)
■ Employee Benefits Expense : 22547.51 (6.50%)
■ Selling, Administration & Other Expenses : 73172.42 (21.09%)
■ Interest : 7837.26 (2.26%)
□ Excise Duty : 48227.59 (13.90%)

DIRECTORS' REPORT & MANAGEMENT DISCUSSION & ANALYSIS

To the Shareholders

Your Directors have pleasure in presenting their annual report on the business and operations of your Company together with the audited accounts of the Company and its subsidiaries for the year ended 31st March, 2015.

FINANCIAL PERFORMANCE

The summarized standalone and consolidated results of your Company are given in the table below :

(₹ in Crores)

PARTICULARS	STANDALONE		CONSOLIDATED	
	31.03.2015	31.03.2014	31.03.2015	31.03.2014
Revenue from Operations (Gross)	3692.17	3477.92	3692.17	3477.92
Total Revenue	3365.83	3141.26	3365.97	3141.57
Profit before Finance Costs, Tax, Depreciation, Amortization and Exceptional items	457.55	381.38	457.61	382.03
Finance Costs	78.37	85.59	78.37	85.60
Profit before Tax, Depreciation, Amortization and Exceptional items	379.18	295.79	379.24	296.43
Depreciation and Amortization Expense	153.46	132.58	153.75	133.06
Exceptional items	12.84	10.93	12.84	10.93
Tax Expense (Net)	37.44	203.74	37.41	204.00
Minority Interest			-	0.01
Profit for the year	175.44	129.76	175.24	129.82
Other adjustment			0.13	
Surplus as per last Financial Statements	196.11	149.91	196.55	150.29
	371.55	279.67	371.92	280.11
Appropriations :				
Debenture Redemption Reserve	11.50	16.50	11.50	16.50
Proposed Dividend	46.21	46.21	46.21	46.21
Corporate Div. Tax on proposed Div.	9.40	7.85	9.40	7.85
General Reserve	100.00	167.11	100.00	167.11
Net Surplus	204.44	196.11	204.81	196.55

DIVIDEND

Your Directors are pleased to recommend a dividend of ₹ 6 per share (i.e.60%) on 7,70,05,347 ordinary shares for the year ended 31st March, 2015 aggregating to ₹ 55.61 crores including Corporate Dividend Tax of ₹ 9.40 crores as compared to ₹ 54.06 crores (including Corporate Dividend Tax of ₹ 7.85 crores) in the previous year.

1.1 CEMENT DIVISION

(a) Industry Structure and Developments :

India's potential in infrastructure is vast and cement plays a vital role in the growth and development of the nation. The Indian cement industry is the second largest producer with a capacity about 390 million tons, accounting for about 8% of the total global production. The per capita consumption of cement in India is about 195 kg., which is substantially lower when compared with the world average of 520 kg. This underlines

the tremendous scope for growth in Indian cement industry in the long term.

Though India has witnessed sustained cement consumption growth in last 14 about years since 2001, the cement volume growth has been weakening in last 3/4 years, led by a slump in infrastructure, commercial and housing sector.

The capacity in the cement industry doubled in last decade with as much as 70 million tons added in last three years. The cement demand however remained low during this period when the capacity was getting added leading to surplus capacity.

The Financial Year 2014-15 had a number of positive factors supporting the cement industry such as formation of stable government at the centre, de-regulation of diesel prices, auctioning of coal blocks, ambitious 'Make in India' campaign and substantial reduction in international crude prices. With the

bold and innovative measures of new Government at the Centre, particularly for the infrastructure development, some green shoots of the revival of the economy were visible and it was hoped that the trend would continue. This was also reflected in the growth of cement industry. The growth of cement industry, which was muted for two years, picked up during the initial part of the year under review but could not sustain.

(b) Review of performance :

Production :

The details of production of clinker and cement at various locations of the Company are as follows :

	2014-15 (Lac Ts.)	2013-14 (Lac Ts.)	Change %
Clinker production			
Satna	26.87	25.51	5.33
Chandaria	26.02	23.40	11.20
Total	52.89	48.91	8.14
Cement production			
Satna	20.93	20.80	0.63
Raebareli	6.27	5.86	7.00
Chandaria	33.01	31.81	3.77
Durgapur	16.03	15.00	6.87
Total	76.24	73.47	3.77
Blended Cement	64.78	62.73	3.27
% of total cement production	84.97	85.38	(0.41)

The cement capacity utilisation during the year was at 75.49% as against the industry average of 68%.

Sales :

During the year under review, your Company has registered a growth of 3% in cement sales. In absolute terms, the sale of cement has increased to 76.05 Lac tons compared to 73.63 Lac tons in the previous year. The net sales during the year has increased to ₹ 3152.25 crores as against ₹ 2970.54 crores in the previous year, an increase of 6%.

Power Plant :

The details of power generated at various plants are as under:

	2014-15 (Lac Units)	2013-14 (Lac Units)	Change %
Thermal Power Plant :			
Satna	1470.00	1719.00	(14.50)
Chandaria	1575.75	1747.79	(9.85)
WHRS :			
Satna	707.00	648.30	9.10
Chandaria	324.24	324.82	-
Solar Power :	28.00	17.00	64.70

Thermal Power Plant :

The thermal power plants could not be run optimally due to non-availability of linkage coal. At Chandaria, the short generation from Thermal power plant during the year was also due to higher utilization of cheaper power in open market through IEX.

Waste Heat Recovery System (WHRS) :

Performances of WHRS at Satna and Chandaria were satisfactory. Both the WHRS operated as per heat availability from kilns.

Solar Power :

Performance of the Solar Power Unit was satisfactory during the year.

Cost and profitability :

The profitability of the Company during the year was impacted due to the outsourcing of limestone at higher prices. Though substantial quantity of limestone could be raised by mechanical means it was still short of the total requirement, which had to be outsourced at substantially high rates. Due to non-availability of required quantities of limestone, clinker production at Chandaria had to be curtailed, resulting in higher production cost. Consequent to reduction in availability in linkage coal, Company had to procure coal from open market as well as take recourse to imports. This has resulted in substantially higher cost of coal. The grid power rates have gone up. Also, the cost of power generation by the Company had gone up owing to the purchase of coal from the open market. The cost of gypsum, fly ash and other materials had gone up substantially. Though the Company benefited on account of reduced road freight due to softening of the diesel prices, the benefit was negated on account of higher railway freight. The depreciation cost has gone up from ₹ 132.58 crores to ₹ 153.75 crores due to the addition of assets during the year and also due to change in basis of charging depreciation based on the remaining useful life of the assets as per the requirement of Schedule - II of the Companies Act, 2013. The Company continues to take various measures to improve operational efficiency, including higher uses of fly ash and slag and reduction of power and fuel consumption.

Cement demand and prices :

Cement prices continued to remain under pressure during the year. Though many attempts were made to raise prices during the year, most of the price hikes undertaken were partially or fully reversed.

Barring the First Quarter of the current fiscal, the demand for cement as well as prices remained sluggish. North and Central markets, in particular, were the worst hit. Weak monsoon and wide spread unseasonal rain during the last quarter of the year in north and central parts of the country pushed the demand down, especially in the non-urban belt.

Historically, the March quarter is the strongest for cement demand and prices, but demand in the recently concluded quarter remained muted.

Launch of Premium Brand cement :

i) **Birla Samrat Ultimate Cement :**

The premium Portland Pozzolana Cement (fly ash-based) brand, Birla Samrat ULTIMATE, has been well received by the market. The brand, introduced in Patna, was subsequently launched at Lucknow, Kolkata and Jaipur during the year under review. Trade associates have welcomed the premium product which, it is felt, will cater to the demands of discerning consumers and help in capturing the premium segments of the market.

ii) **Birla Samrat Unique Cement :**

The market share of this Premium Portland Slag Cement brand has been improving since its introduction in 2011.

Mining operations at Chanderia :

The Mining Operations (through blasting) at the Chanderia plant had been suspended since August, 2011 owing to the Order of Jodhpur High Court (Rajasthan), which was challenged by the Company before Hon'ble Supreme Court. During the last financial year, as a partial relief, the Supreme Court allowed mining operations beyond 2 kilometers from the Chittorgarh Fort by using heavy earth moving machinery. The Hon'ble Supreme Court had further directed Central Building Research Institute (CBRI) to submit a report after comprehensive study of all relevant aspects and facets relating to full-scale mining operations and its impact, if any, on the Chittorgarh Fort. The report of CBRI, submitted on 30th September, 2014, has concluded that vibrations and air pressures induced by mines of Birla Cement Works and adjoining mines are well within safe limits as per national and international standards. The respondents in the matter submitted their observations/objections on the report and reply to the objections was filed by the Company. The Respondent, thereafter, filed certain additional documents. The matter would come up for hearing before the Hon'ble Supreme Court shortly. In the meanwhile, mining through mechanical means as permitted by the Hon'ble Court continues.

Deallocation of Coal Block :

The Hon'ble Supreme Court, vide its decision dated 24th September, 2014, held allocation of various coal blocks as arbitrary and illegal and hence liable to be cancelled. Subsequently, the Government promulgated The Coal Mines (Special Provisions) Ordinance, 2014, which intends to take appropriate action to deal with the situation arising pursuant to the Hon'ble Supreme Court's decision. In respect of Bikram Coal Block in the state of Madhya Pradesh allotted to the Company, the management has submitted its claim for compensation to the government for the investments made on the block. Consequential adjustments, if any, will be made on settlement of the claim.

(c) Threats, Risks and Concerns :

Setting up new cement capacity is becoming more challenging due to tougher land acquisition process, higher capital cost, increased gestation period, requirement of several regulatory clearances and non-availability of new limestone mines.

Cement Industry continues to face rising input costs. Freight costs have significantly increased over the past two years, as a result of a rise in freight rates by railways and dependence on expensive road transport (due to a shortage of railway wagons).

The rise in domestic coal prices has resulted in an increase in the cost of power and fuel. Prices of raw materials such as limestone and gypsum have also increased. However, declining international coal and pet coke price have provided some benefits to Indian cement companies, but the extent of this benefit has partly been offset by rupee depreciation.

The availability of railway rakes has come down significantly resulting in shortage of coal delivery affecting the generation of Captive Power which in turn increased cost.

In the initial part of the year, there were expectations that due to demand pick up, utilisation level will improve. However, the demand remained sluggish due to sheer mismatch between supply and demand.

(d) Opportunities :

The government's thrust on housing and infrastructure creation to boost the overall economic growth should augur well for industry. In order to accelerate decision making, fast track investments and revive manufacturing in the country, the Prime Minister has taken direct control of the Project Monitoring Group (PMG). This move is expected to bring back the stalled project on track and boost investments.

The proposed implementation of Goods and Services Tax (GST) with effect from 1st April, 2016 is expected to simplify the tax structure and enhance the GDP growth rate.

India has a lot of potential for development in the infrastructure and construction sector and the cement sector will largely benefit from it. Some of the recent major government's initiatives such as development of 100 smart cities and rejuvenate another 500 in the country, allocating close to ₹ 1 lakh crore for a period of five years for the project are expected to provide a major boost to the sector.

The Road Transport and Highways Ministry has decided to build concrete cement roads in place of traditional bitumen roads, which too should aid growth of demand of cement.

We expect a pick-up in infrastructure activities led by Government focus on infrastructure development, schemes like "Housing for All by 2022", modernization of existing and operational airports, and building new ones, proposed metro projects across the country, which should create additional demand for cement.

(e) Outlook :

Despite another challenging year, India's cement industry is cautiously optimistic. The demand-supply mismatch is expected to reduce in the next three years with slower pace of capacity addition and likely improvement in the demand. Increased energy-efficient investments, rising demand due to population growth, improved supply chain management and more transparent government policies and introduction of GST are expected to provide tailwinds for higher growth of the industry.

As per the India Development Update Report presented by the World Bank recently, India's economic growth is expected to rise to 7.5 per cent in 2015-16, followed by further acceleration to 7.9 per cent in 2016-17 and 8 per cent in 2017-18. The above projection by the World Bank bodes well for cement industry as the growth in the demand for cement is closely linked to GDP growth rate.

The concerns of the industry in respect of energy and land are being taken care by the government by way of e-auctions of coal blocks and the introduction of land bill.

With the prediction of weak monsoon in the current financial year, the demand from the rural market may be impacted adversely. However, initiatives by the new government such as housing for all, smart cities, Swachh Bharat and Make in India campaign, Clean Ganga Project, infrastructure planning, concrete roads initiative and an increase in allocation of funds to states are expected to have a positive impact on the demand in the times to come. While the intentions are positive, ground level actions will help rev-up the economy in general.

1.2 JUTE DIVISION

(a) Industry Structure and Developments :

Jute Industry occupies an important place in the economy of

West Bengal. It is one of the major industries of Eastern Region. It supports nearly 4 million farm families, besides providing direct employment to about 2.5 lakh industrial workers.

India and Bangladesh are the main producers of jute goods in the world. A substantial portion of India's production is consumed domestically. Bangladesh exports major portion of its production to various countries including India.

(b) Performance :

The Jute Division had to resort to production cuts on account of demand slump as a result of poor off-take by the Government. Production during the year has been 33248 MT against 38015 MT during the previous year. Export during the year was 6230 MT against 6966 MT in the previous year.

(c) Opportunities and Threats; Risks and Concerns :

At present, the jute industry is going through tough time due to competition from synthetic bags and lack of modernisation. Many mills have cut down work hours and are operating five days a week.

The recent agreement providing for increase in minimum wage would further add to the production cost.

A part of raw jute sowing area has been diverted to other cash-crops requiring lower manual labour as compared to raw jute. The size of raw jute crop during the year has been substantially less than usual. This has caused higher prices and lower availability for raw jute.

As reported earlier, The Jute Packaging Materials (Compulsory use in Packaging Commodities) Act, 1987 [JPMA] has been diluted. As a result, demand for jute goods has substantially reduced. Further, unabated duty free import of jute goods from Bangladesh has adversely affected the capacity utilization of Indian jute mills.

Moreover, export of jute goods from India has substantially reduced as compared to previous year due to inadequate support by government for export. The industry had to resort to substantial production cuts. Jute goods are not fetching remunerative prices due to lack of demand.

(d) Outlook :

As a result of dilution in compulsory use of jute bags under JPMA, demand of jute products has substantially reduced. All the jute mills are running at low capacity. Unless the compulsory JPMA requirements are restored the demand for jute goods is expected to be much less than total capacity of jute mills.

To overcome vagaries of government orders under JPMA, the jute division is laying emphasis on production of diversified jute goods and improving export of jute goods.

1.3 VINDHYACHAL STEEL FOUNDRY

Steel Foundry produces iron & steel castings primarily for internal consumption. The total production of castings during the year has been 1213 Ts. as against 1346 Ts. in the previous year.

PLANT OPTIMISATION AND INFRASTRUCTURE DEVELOPMENT

During the year under review, the Company has taken up projects for plant optimization and infrastructure development to maintain its market position in the industry besides focusing on various other efficiency improvements initiatives.

The execution of 5 Lac Tons Per Annum blending unit at Raebareli is in advanced stage and is expected to be commissioned by July 2015. Installation of New Coal Mill VRM for pet coke grinding at Satna, is expected to be completed by June, 2015. Work for installation of Clinker silo at Birla Vikas Cement (BVC), Satna and Raebareli plant was completed during the year.

At Durgapur covering of slag storage with reclaiming system was set up during the year.

Water Cooled Condenser of 27 MW Thermal Power Plant was replaced with Air Cooled Condenser at Chanderia Unit.

PROJECTS UNDERTAKEN DURING THE YEAR

- Steel silo for storage of cement at Chanderia and additional Fly ash silo at Durgapur.
- Bucket Elevator for transfer of cement in place of Pneumatic Conveying System at Chanderia.
- Project for development of infrastructure, collection, storage and transportation of alternative fuel for Satna and Chanderia Units.
- Modification of existing Vertical Roller Pre-Grinder Mill at Raebareli.
- Covered yard for storage of Raw Material at Satna, Chanderia and Durgapur Units.
- Coal mill upgradation at Durgapur.

The Company has received environmental clearance for second phase expansion of New Chittor Cement Works from 1.2 MTPA to 2.7 MTPA. The project will be implemented once the limestone mining issue is resolved and environmental clearance for additional limestone mining is received.

The process of merger of Talavadi Cements Limited, a 98% subsidiary, with Birla Corporation Limited, is pending for approval at the Hon'ble Calcutta High Court.

Pursuant to the MoU, signed by the Company with the Assam Mineral Development Corporation (AMDC) to set up 1-million-ton cement plant at Umrangsu, Assam, the Shareholders' Agreement has been signed between the Company and AMDC. The matter is being followed-up with AMDC for mining lease of limestone reserves.

NEW PROJECTS

Considering factors such as market potential, proximity to fly-ash sources, availability of tax incentives etc. setting up of grinding/blending units in Madhya Pradesh, in Bihar, in Uttar Pradesh and Jharkhand has been approved by the Board of Directors in the last financial year. Land for the grinding unit at Barnagar and blending unit at Mundi has already been acquired and environment clearance is expected in next 3 to 4 months.

EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in form MGT 9 as required under Section 92 of the Companies Act, 2013, is marked as Annexure - A which is annexed hereto and forms part of the Directors' Report.

NUMBER OF MEETINGS OF THE BOARD

The details of the number of meetings of the Board held during the financial year 2014-15 forms part of the Corporate Governance Report.

DIRECTORS' RESPONSIBILITY STATEMENT

As required by Section 134(3)(c) of the Companies Act, 2013 your Directors

state that :

- (a) in the preparation of the annual accounts for the year ended 31st March, 2015, the applicable accounting standards have been followed with proper explanation relating to material departures, if any;
- (b) the accounting policies adopted in the preparation of the annual accounts have been applied consistently except as otherwise stated in the Notes to Financial Statements and reasonable and prudent judgments and estimates have been made so as to give a true and fair view of the state of affairs of the Company at the end of the Financial Year 2014-15 and of the profit for the year ended 31st March, 2015;
- (c) proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the annual accounts for the year ended 31st March, 2015, have been prepared on a going concern basis.
- (e) that proper internal financial controls were in place and that the financial controls were adequate and were operating effectively.
- (f) that systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

DECLARATION BY INDEPENDENT DIRECTORS

Shri Vikram Swarup, Shri Anand Bordia, Shri Brij Behari Tandon, Shri Dhruva Narayan Ghosh, Dr. Deepak Nayyar and Smt. Shailaja Chandra are Independent Directors on the Board of the Company. The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed both under the Companies Act, 2013 and Clause 49 of the Listing Agreement with the Stock Exchanges.

COMPANY'S POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

Pursuant to provisions of Section 178 of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee, has formulated a Remuneration Policy.

The remuneration policy of the Company, inter alia, includes the aims and objectives, principles of remuneration, guidelines for remuneration to Executive Directors and Non-Executive Directors, fixed and variable components in the remuneration package, criteria for identification of the Board Members and appointment of senior management.

The criteria for identification of the Board Members including that for determining qualification, positive attributes, independence etc. are summarily given hereunder :

- The Board Member shall possess appropriate skills, qualification, characteristics and experience. The objective is to have a Board with diverse background and experience in business, government, academics, technology, human resources, social responsibilities, finance, law etc. and in such other areas as may be considered relevant or desirable to conduct the Company's business in a holistic manner.
- Independent director shall be person of integrity and possess expertise and experience and/or someone who the Committee/Board believes could contribute to the growth/philosophy/strategy of the Company.
- In evaluating the suitability of individual Board Members, the Committee takes into account many factors, including general understanding of the Company's business dynamics, global business,

social perspective, educational and professional background and personal achievements.

- Director should possess high level of personal and professional ethics, integrity and values. He should be able to balance the legitimate interest and concerns of all the Company's stakeholders in arriving at decisions, rather than advancing the interests of a particular constituency.
- Director must be willing to devote sufficient time and energy in carrying out their duties and responsibilities effectively. He must have the aptitude to critically evaluate management's working as part of a team in an environment of collegiality and trust.
- The Committee evaluates each individual with the objective of having a group that best enables the success of the Company's business and achieve its objectives.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Details 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.

CREDIT RATING

CRISIL has re-affirmed "A1 +" rating to the Company for ₹ 50 crores Short Term Debt Programme and "AA+/Stable" rating in respect of outstanding Non-Convertible Debentures of ₹ 400 crores issued by the Company. This rating indicates high degree of safety with regard to timely payment of interest and principal of the instrument. Further, CRISIL has assigned "A1 +" rating for ₹ 150 crores Short Term Debt Programme.

Further, Credit Analysis and Research Limited (CARE) has also re-affirmed "CARE AA+" rating for the Company's Long Term Bank facilities and "CARE A1+" for the Company's Short Term Bank facilities aggregating to ₹ 1298 crores. The rating Committee of CARE has also re-affirmed "CARE AA+" for the outstanding Non-Convertible Debentures of ₹ 400 crores and "CARE A1+" rating for the Short Term Debt programme of ₹ 50 crores.

FINANCE

The high financial discipline and prudence and the strong credit rating has enabled the Company to reduce its cost of working capital borrowings. The Company continuously undertakes review of liability management so as to reduce cost.

During the year, the Company has repaid the Secured Redeemable Non-Convertible Debentures aggregating to ₹ 100 crores.

Further, the Company efficiently manages its surplus funds by investing in highly rated debt securities and debt schemes of mutual funds considering safety, liquidity and return.

CORPORATE GOVERNANCE

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

RELATED PARTY TRANSACTIONS

All transactions entered with Related Parties during the financial year were on an arm's length basis and were in the ordinary course of business and the provisions of Section 188 of the Companies Act, 2013 are not attracted. Thus, disclosure in Form AOC-2 is not required. Further, there are no materially significant related party transactions during the year under review.

made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large.

All Related Party Transactions are placed before the Audit Committee for approval. Prior omnibus approval of the Audit Committee is obtained for the transactions which are of a foreseen and repetitive nature. The transactions entered into pursuant to the omnibus approval so granted along with a statement giving details of all related party transactions is placed before the Audit Committee.

The policy on Related Party Transactions as approved by the Board is uploaded on the Company's website and may be accessed at the link <http://www.birlacorporation.com/investors/related-party-transactions-policy.pdf>.

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

As required under provisions of the Companies Act, 2013 and Rule 8(3) of Companies (Accounts) Rules, 2014 details relating to Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo are given in the Annexure - B, which is annexed hereto and forms part of the Directors' Report.

RISK MANAGEMENT

Risk management is the process of identification, assessment, and prioritisation of risks followed by coordinated efforts to minimise, monitor and mitigate/control the probability and / or impact of unfortunate events or to maximise the realisation of opportunities. The Company has laid a comprehensive Risk Assessment and Minimization Procedure which is reviewed by the Audit Committee and approved by the Board from time to time. These procedures are reviewed to ensure that executive management controls risk through means of a properly defined framework. The major risks have been identified by the Company and its mitigation process/measures have been formulated in the areas such as business, project execution, event, financial, human, environment and statutory compliance.

AWARDS & RECOGNITIONS

During the year, Company's Cement Unit: Satna Cement Works has been conferred the Greentech Gold Award 2014 for Outstanding Achievement in the areas of Environment Management and Corporate Social Responsibility. The Unit has received 5S certificate on 5th August 2014 from Quality Circle Forum of India, Hyderabad.

Further, Birla Cement Works has received the Greentech Safety Gold Award-2014 from Greentech Foundation, New Delhi for outstanding achievement in safety management and has also bagged Greentech Silver Award for Outstanding Achievement in Environment Management.

OCCUPATIONAL HEALTH & SAFETY

Employees of the Company play an important role in the industrial operation and company's growth, and are considered as the most valuable assets and their personal and professional development along with their robust health and safety is one of the top priorities of the organization.

To get good results in the accident prevention we have included safety programmes like investigation & analysis of all serious and fatal accidents, recommendations / remedial measures to prevent similar accidents. Near-miss situation / incident with no injury is accorded serious consideration for planning of preventive measures. As a part of safety measures, we are ensuring almost cent percent use of Personal Protective Equipment by developing voluntary safety culture. Various periodical health check up programmes are conducted from time to time so as to monitor health

hazards, if any.

The Company is complying with all the Statutory Provisions as required under the Factories Act. Competent persons carry out compulsory testing / examination of lifting tools, pressure vessels, cranes, safety belts etc. as per statutory requirement. Safety posters, slogans are widely displayed in the conspicuous places at the factory including work places, canteen and plant gates to continuously remind everyone about safe working practices and environment so as to inculcate a culture of safety amongst the workers. Safety day / week celebration is being organized every year with a view to arouse and motivate safety consciousness amongst the employees.

CORPORATE SOCIAL RESPONSIBILITY

In line with the provisions of the Companies Act, 2013, the Company has framed its Corporate Social Responsibility (CSR) policy for the development of programmes and projects for the benefit of weaker sections of the society and the same has been approved by the CSR Committee and the Board of Directors of the Company. The Corporate Social Responsibility (CSR) policy of the Company provides a road map for its CSR activities. The purpose of CSR Policy is to devise an appropriate strategy and focus its CSR initiatives and lay down the broad principles on the basis of which the Company will fulfill its CSR objectives. As per the said policy, the Company continues the strategy of discharging part of its CSR responsibilities related to social service through various trusts/societies in addition to its own initiatives and donations made to other non-government organizations.

The CSR Policy has been uploaded on the Company's website and may be accessed at the link <http://www.birlacorporation.com/investors/csr-policy.pdf>.

Pursuant to the requirement under Section 135 of the Companies Act, 2013 and Rules made thereunder a report on CSR activities and initiatives taken during the year in the prescribed format is given in Annexure - C, which is annexed hereto and forms part of the Directors' Report.

The Company is actively associated with various social and philanthropic activities undertaken on its own as well as by different Trusts and Societies. As a constructive partner in the communities in which it operates, the Company has been taking concrete action to realize its social responsibility objective. The Company has been playing a pro-active role in the socio-economic growth and has contributed to all spheres ranging from health, education, empowerment of women, rural infrastructure development, environment conservation etc. In the past nine decades, the Company has supported innumerable social initiatives in India, touching the lives of thousands of people positively by supporting environmental and health-care projects and social, cultural and educational programs.

Health, Educational and Social Initiatives

The Company provides active assistance, financial as well as managerial, to various hospitals and educational and philanthropic institutions set up by trusts and societies.

The Company is financially and otherwise contributing to the M/s Madhav Prasad Priyamvada Birla Apex Charitable Trust for construction of a 200 beds multi speciality Hospital namely "M. P. BIRLA HOSPITAL & RESEARCH CENTRE" which is situated near cement plant of the Company at Chittorgarh, Rajasthan. The total built up area of the hospital building and housing building will be approximately 1.90 lacs Sq. ft. and will have basement, ground and 1st to 4th floors. The hospital shall have a separate residential building for resident doctors and nurses. Slab casting up to the 4th floor of the Hospital Block and Housing Block is under the various stages of completion. Work Order in respect of Civil, Electricals, Plumbing & Fire Fighting, HVAC (Air Conditioners), Elevators and DG Sets has

already been awarded. Awarding of tender in respect of UPS is under process. Slab casting up to the 4th floor of the Hospital Block and Housing Block is under the various stages of completion. Brick work, Flooring, Dados work as well as Electrical, Plumbing, HVAC and Elevator work is progressing simultaneously. Initiatives are being taken to invite quotations in respect of Equipments for the Hospital. Order in respect of Medical Gas Pipeline System, Central Sterile Services Department Equipments, Scrub Station and Kitchen Equipments has already been awarded. It is expected that the hospital shall start operation in the year 2016.

This apart, the CSR activities undertaken include :

01. Health care activities :

The Company supports various social development activities in the area of healthcare by way of providing free medical check up and administer free treatment and medicines for the needy people, "State-of-Art" treatment facility for various critical diseases in remote areas, running voluntary centres and dispensaries providing much-needed medical services to the local population at a highly subsidized rate, organising free eye Camps including eye screening, cataract operation and surgery Camps, Organizing health awareness camps and programs, AIDS awareness, Wellness Clinics and Mobile Medical Vans, contribution for cleaning work at Mahila and Bal Chikitsalaya etc.

Free health camps are organised in rural areas to provide quality healthcare services to the local population as well as to the population of the area surrounding the Company's cement plants at Satna by M.P. Birla Hospital and Priyamvada Birla Cancer Research Institute.

02. Education :

The Company provides financial support for free education to children in the schools. The Company has also been providing infrastructural support to the schools located close to the Company's plants, by way of repairing and renovating the buildings from time to time. The Company contributed towards 'Sarv Shiksha Abhiyan'. School dresses, winter clothes, books, stationery and other materials are provided free of cost to needy students on regular basis. Computer training is provided to the students in the villages in nearby area. Students from various educational institutions are allowed to visit the plant and study the system as a part of the education course. The Company also provides vocational training to management and engineering students and workers on regular basis.

03. Empowerment of women :

With a view to improve economic condition and help in development and empowerment of women, the Company has taken various initiatives to promote skill building and income generating schemes for women in surrounding villages of factory and mining area. The initiatives include income generating activities such as Agarbatti making and spices manufacturing projects. Necessary training and support is provided to women self-help groups under the projects to make them self reliant. The Company also organises rural women sports meet in which women of various villages surrounding company's mining area participate.

04. Animal welfare and livestock development :

With the support of M/s. BAIF Development Research Foundation, Pune, Livestock development and improved agricultural programme were undertaken in the villages nearby the mining areas of the Company. The programme aims to provide livelihood support and improve socio-economic condition of the local people and initiate various rural development projects e.g. to help in developing high yielding breeds of cattle, goats and sheep, improve agricultural practices by providing good quality of seeds and training on best

practices to the farmers by agriculture specialists. Promotion of organic vegetable and seasonal crops in our mining areas was initiated. Use of agricultural waste in terms of energy conservation and renewable energy development were undertaken. Several sanitation and hygiene programme are organised in schools and villages nearby our factory and mining areas.

05. Promotion of rural sports :

The Company organises sports and games activities for villagers in nearby mining and factory areas. Financial support is provided for organizing State level Kabaddi rural sports meet at villages. The Company organises All India Independence Day Football Tournament at Satna which is registered as Class 1 Tournament by All India Football Association, New Delhi.

06. Other Social Initiatives :

The Company undertakes other social welfare activities and rural development projects including providing drinking water facility in villages near its Plants, repairing of hand pumps & submersible pumps, maintenance and renovation of heritage buildings and public parks. The Company has also contributed for development of historical and religious places Ramvan, Muktidham, Uttarakhand disaster, etc. The Company has made contribution towards various art and cultural activities including that of Meera Mahotsav and Hast Shilp Mela.

07. Environmental sustainability :

The Company has undertaken consistent efforts in promoting clean and pollution free environment and making the environment eco friendly. Accordingly, various initiatives have been taken for Clean Development Mechanism (CDM) and pollution prevention. Sustainable development and environmental dimension forms an integral part of the Company's business decisions.

Alternative Fuel and Raw Material System (AFRS) – During the year, the Company has taken major initiative for setting up of AFRS at its cement plants at Satna and Chanderia, orders for which has already been placed. The Company proposes to use alternative fuel in the form of agricultural waste which is available in the vicinity of our cement plants. The alternative fuel can be used in the Kiln to the extent of 10-15% which would reduce the consumption of coal and lead to cost saving.

Extensive plantation and gardening have been undertaken at all the Units of the Company both in and around mining, plant and residential areas. Regular inspection and maintenance of pollution equipment are done and emission levels are maintained within the statutory limits.

Measures have been taken during the year for further improving the environmental performance such as installation of Bag Dust Collectors and new water spray system for controlling dust emission. Sheds are constructed for maintaining good house keeping inside the plant premises. SO₂ & NO_x gas analyzer in kiln stack has been installed for close monitoring.

Water tankers, pumps, rain guns and water spray system have been provided for pressurized spray in order to control dust pollution around mining area and roads. Measures have also been taken for conservation of limestone reserves.

The Waste Heat Recovery System at Satna and Chanderia plants of the Company has been implemented which uses the waste hot gases coming out of the pre-heater and clinker cooler to generate substantial power thereby reducing GHG emissions into the atmosphere. Grinding aid is introduced in all the units to improve consumption of Fly Ash

and Slag. Further, to protect the environment, the Company has consumed 15.53 lac tonnes of Fly ash during the year 2014-15 at various cement plants of the Company. This has resulted in reduction of clinker usage, which in turn reduced Green House Gas (GHG) emissions at our plants, without compromising on the quality and strength of cement.

BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out an annual evaluation of its own performance, the Directors individually as well as the evaluation of the working of various Committees. The Independent Directors also carried out the evaluation of the Chairman and the Non-Independent Directors, the details of which are covered in the Corporate Governance Report.

CRITERIA FOR EVALUATION OF DIRECTORS

For the purpose of proper evaluation, the Directors of the Company have been divided into 3 (three) categories i.e. Independent, Non-Independent & Non-Executive and Executive.

The criteria for evaluation includes factors such as engagement, strategic planning and vision, team spirit and consensus building, effective leadership, domain knowledge, management qualities, team work abilities, result/achievements, understanding and awareness, motivation/ commitment/ diligence, integrity/ethics/values and openness/receptivity.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

- i) On the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company during its Meeting held on 5th February, 2015 appointed Ms. Shailaja Chandra as an Additional Independent Woman Director on the Board of the Company. The requirement under Section 149 of the Companies Act, 2013 and Clause 49 of the Listing Agreement also stands complied with this appointment.
- ii) Shri Pracheta Majumdar, Whole-time Director designated as Chief Management Advisor retires from the Board by rotation and being eligible, offers himself for re-appointment.

The above are subject to the approval of the shareholders in the ensuing Annual General Meeting of the Company.

In view of the provisions of Section 203 of the Companies Act, 2013 Shri Bachh Raj Nahar, Managing Director, Shri Pracheta Majumdar, Whole-time Director designated as Chief Management Advisor, Shri Aditya Saraogi, Chief Financial Officer and Shri Girish Sharma, Company Secretary were identified and appointed as Key Managerial Personnel of the Company.

SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

The Board of Directors of the Company has decided to wind-up the subsidiary company namely "Birla Corporation Cement Manufacturing PLC", Ethiopia. The above decision was taken as the project was not commercially viable in view of the surplus cement capacities created which are far in excess of the demand. The two subsidiary companies namely, Thiruvaiyaru Industries Limited and Birla North East Cement Limited are under the process of voluntary winding up. In view of the aforesaid, these subsidiaries have not been considered in preparing the consolidated Balance Sheet.

During the previous financial year, the Board of Directors approved the Scheme of Amalgamation of Talavadi Cements Limited a 98% Subsidiary

Company with Birla Corporation Limited with an appointed date of 1st April, 2013. A Court Convened Meeting of the Equity Shareholders of the Company was held during the year for approving the Scheme of Amalgamation of Talavadi Cements Limited, a subsidiary with Birla Corporation Limited. The matter is pending before Hon'ble High Court at Calcutta for its approval.

No company has become a joint venture during the financial year 2014-15.

A report on the performance and the financial position of 6 (six) subsidiary companies along with 2 (two) associate companies as per Companies Act, 2013 forms part of the consolidated financial statement and hence not repeated here for the sake of brevity.

DEPOSITS

The Company has discontinued the Deposit scheme in the financial year 2014-15 and no fresh Deposits have been accepted during the year. The amount of Deposit lying with the Company at the beginning of the year has been fully repaid and there is no outstanding balance as on 31st March, 2015.

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS, COURTS AND TRIBUNALS

No significant and material order has been passed by the regulators, courts, tribunals impacting the going concern status and company's operations in future.

INTERNAL CONTROL AND SYSTEMS

The Company has adequate internal control procedures commensurate with its size and nature of business. The objective of these procedures is to ensure efficient use and protection of the Company's resources, accuracy in financial reporting and due compliance of statutes and corporate policies and procedures.

Internal Audit is conducted periodically across all locations by firms of Chartered Accountants who verify and report on the efficiency and effectiveness of internal controls. The adequacy of internal control systems are reviewed by the Audit Committee of the Board in its periodical meetings.

INTERNAL FINANCIAL CONTROL SYSTEM

The Company has a robust and comprehensive Internal Financial Control system commensurate with the size, scale and complexity of its operations. The system encompasses the major processes to ensure reliability of financial reporting, compliance with policies, procedures, laws, and regulations, safeguarding of assets and economical and efficient use of resources.

The policies and procedures adopted by the company ensures the orderly and efficient conduct of its business and adherence to the company's policies, prevention and detection of frauds and errors, accuracy and completeness of the records and the timely preparation of reliable financial information.

The Internal auditors and the Management Audit Department continuously monitors the efficacy of Internal Financial Control system with the objective of providing to the Audit Committee and the Board of Directors, an independent, objective and reasonable assurance on the adequacy and effectiveness of the organisation's risk management with regard to the Internal Financial Control system.

Audit Committee meets regularly to review reports submitted by the Internal auditors. The Audit Committee also meet the Company's Statutory Auditors to ascertain their views on the financial statements, including the financial reporting system and compliance to accounting policies and procedures followed by the Company.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

In compliance with provisions of Section 177(9) of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Company has framed a Vigil Mechanism/Whistle Blower Policy to deal with unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy, if any. The Vigil Mechanism/Whistle Blower Policy has also been uploaded on the website of the Company.

PARTICULARS OF EMPLOYEES

As required under provisions of the Companies Act, 2013 and Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, particulars of the employees concerned forms a part of the Directors' Report. Having regard to the provisions of Section 136 of the Companies Act, 2013, the Annual Report excluding the aforesaid information is being sent to the members of the Company. Any member interested in obtaining such particulars may write to the Company Secretary of the Company.

DETAILS RELATING TO REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND EMPLOYEES

Disclosure pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is marked as Annexure - D which is annexed hereto and forms part of the Directors' Report.

HUMAN RESOURCE DEVELOPMENT/INDUSTRIAL RELATIONS

There is a continuous effort for better Human Resource (HR) service delivery in order to better serve the customers with simpler well executed processes with proper use of technology. HR service delivery has become all the more critical in the organization due to rise in customer expectation.

The organization has a mechanism to provide employees with feedback on a continuous basis. Based on the organization's strategic plan, HR planning processes map the capacity of the organization. The knowledge, skills and abilities of the employees are identified.

The strategic thrust of HR has been improvement of the performance of the employees through training & development and also to identify high performers who are having potential for taking higher responsibilities.

The Company had 6325 permanent employees on its rolls at the close of business hours on 31st March 2015. Industrial relations continued to remain cordial throughout the year at all the units. Suspension of Operation continues at Soorah Jute Mills, Auto Trim Division, Birlapur and at Birla Vinoleum, Birlapur. Workers of Auto Trim Division at Birlapur, Chakan, Gurgaon and Birla Vinoleum at Birlapur have availed separation.

AUDITORS & AUDITORS' REPORT

Statutory Auditor :

The Company's Auditors, Messrs H.P Khandelwal & Co., Chartered Accountants, retire at the ensuing Annual General Meeting of the Company and are eligible for reappointment. The members are requested to appoint the auditors and to fix their remuneration.

The notes on accounts referred to in the Auditors' Report are self-explanatory and, therefore, do not call for any further comments.

Secretarial Auditor :

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board had appointed Ms. Mamta Binani, Practising Company Secretary to conduct Secretarial Audit of the Company for the Financial Year 2014-15. The Secretarial Audit Report for the Financial Year ended 31st March, 2015 is annexed herewith and marked as "Annexure - E". The Report is self-explanatory and do not call for any further comments.

Cost Auditors :

Pursuant to Section 148 of the Companies Act, 2013, in terms of the Central Government's approval, the Board of Directors on the recommendation of the Audit Committee appointed Shri Somnath Mukherjee, Cost Accountant, as the Cost Auditor of the Company for the year under review relating to Cement and Jute Goods manufactured by the Company. The remuneration proposed to be paid to the Cost Auditor requires ratification of the shareholders of the Company. In view of this, your ratification for payment of remuneration to the Cost Auditor is being sought at the ensuing Annual General Meeting.

Shri Somnath Mukherjee has confirmed that his appointment is within the limits of the Section 139 of the Companies Act, 2013 and has certified that he is free from any disqualifications specified under Section 148(5) and all other applicable provisions of the Companies Act, 2013.

The Audit Committee has also received a Certificate from the Cost Auditor certifying his independence and arm's length relationship with the Company.

The Company submits its Cost Audit Report with the Ministry of Corporate Affairs within the stipulated time period.

CAUTIONARY STATEMENT

Statements in this Report, particularly those which relate to Management Discussion & Analysis, describing the Company's objectives, projections, estimates, expectations or predictions may be 'forward looking statements' within the meaning of applicable laws or regulations. Actual results could however differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include global and domestic demand-supply conditions, finished goods prices, raw materials and fuels cost & availability, transportation costs, changes in Government regulations and tax structure, economic developments within India and the countries with which the Company has business contacts and other factors such as litigation and industrial relations.

APPRECIATION

We wish to place on record our appreciation for the continued assistance and co-operation extended to the Company by the Government of India, State Governments, Financial Institutions and Banks, Dealers and Customers, Shareholders and to all others who are continuing their assistance to the Company.

For and on behalf of the Board of Directors

Harsh V. Lodha Chairman

Bachh Raj Nahar Managing Director

Kolkata

Dated, the 7th day of May, 2015

ANNEXURE TO DIRECTORS' REPORT

Annexure - 'A'

Form No. MGT-9
EXTRACT OF ANNUAL RETURN
as on the financial year ended on 31st March, 2015
of
BIRLA CORPORATION LIMITED
[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 : L01132WB1919PLC003334
- ii) Registration Date : 25th day of August, 1919
- iii) Name of the Company : BIRLA CORPORATION LIMITED
- iv) Category / Sub-Category of the Company : Public Company/Limited by shares
- v) Address of the Registered Office and contact details : Birla Building,
9/1, R.N. Mukherjee Road,
Kolkata - 700 001
Phone : (033) 6616 6726 / 6737 / 6738
Fax : (033) 2248 - 7988 / 2872
E-mail : coordinator@birlacorp.com
- vi) Whether listed company : Yes
- vi) Name, Address and contact details of Registrar & Transfer Agents (RTA), if any : MCS Limited
77/2A, Hazra Road,
Kolkata - 700 029
Phone : (033) 4072- 4051 / 4052
Fax : (033) 2454 - 1961
E-mail : mcskol@rediffmail.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY :

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

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1.	Cement	3240	94% Approx.

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	Lok Cements Limited 'Industry House', 159, Churchgate Reclamation, Mumbai - 400 020	U26922MH1995PLC085677	SUBSIDIARY	100.00	2(87)
2	Talavadi Cements Limited Birla Building, 9/1, R. N. Mukherjee Road, Kolkata - 700 001	U72900WB1995PLC099355	SUBSIDIARY	98.01	2(87)
3	Birla Jute Supply Company Limited Birla Building, 9/1, R. N. Mukherjee Road, Kolkata - 700 001	U01113WB1950PLC093522	SUBSIDIARY	100.00	2(87)
4	Budge Budge Floorcoverings Limited Birla Building, 9/1, R. N. Mukherjee Road, Kolkata - 700 001	U36994WB1996PLC076677	SUBSIDIARY	100.00	2(87)
5	Birla Cement (Assam) Ltd. 104A, Dr. B. K. Kakoti Road, Opp. Royal View Building, Ulubari, Guwahati - 781 007 (Assam)	U26940AS2008PLC008652	SUBSIDIARY	100.00	2(87)
6	M.P. Birla Group Services Pvt. Ltd. Birla Building, 9/1, R. N. Mukherjee Road, Kolkata - 700 001	U74999WB2008PTC125257	SUBSIDIARY	100.00	2(87)
7	Birla Readymix Private Limited Birla Building, 9/1, R. N. Mukherjee Road, Kolkata - 700 001	U26959WB1997PTC082661	ASSOCIATE	46.73	2(6)
8	Birla Odessa Industries Private Limited Birla Building, 9/1, R. N. Mukherjee Road, Kolkata - 700 001	U17232WB1989PTC046562	ASSOCIATE	48.61	2(6)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)
(i) Category-wise Share Holding

Category of Shareholdings	No. of Shares held at the beginning of the year (as on 01.04.2014)				No. of Shares held at the end of the year (as on 31.03.2015)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(a) Individual/HUF	0	1260	1260	0.00	0	1260	1260	0.00	0.00
(b) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
(c) State Govt (s)	0	0	0	0.00	0	0	0	0.00	0.00
(d) Bodies Corp.	37252907	126276	37379183	48.54	37374423	4760	37379183	48.54	0.00
(e) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
(f) Any Other....Society	10936008	117740	11053748	14.35	11053748	0	11053748	14.35	0.00
Sub-total (A) (1) :-	48188915	245276	48434191	62.90	48428171	6020	48434191	62.90	0.00
2) Foreign									
(a) NRIs - Individuals	0	0	0	0.00	0	0	0	0.00	0.00
(b) Other - Individuals	0	0	0	0.00	0	0	0	0.00	0.00
(c) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
(d) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
(e) Any Other....	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (A) (2) :-	0	0	0	0.00	0	0	0	0.00	0.00
Total Shareholding of Promoter (A) = (A)(1)+(A)(2)	48188915	245276	48434191	62.90	48428171	6020	48434191	62.90	0.00
B. Public Shareholding									
1. Institutions									
(a) Mutual Funds	8577304	2477	8579781	11.14	9337149	2440	9339589	12.13	0.99
(b) Banks / FI	6880	17101	23981	0.03	13300	16723	30023	0.04	0.01
(c) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
(d) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
(e) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
(f) Insurance Companies	3950237	500	3950737	5.13	4012983	500	4013483	5.21	0.08
(g) FIs	3571737	100	3571837	4.64	986710	100	986810	1.28	-3.36
(h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
(i) Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (B)(1) :-	16106158	20178	16126336	20.94	14350142	19763	14369905	18.66	-2.28
2. Non-Institutions									
(a) Bodies Corp.									
(i) Indian	7740336	11108	7751444	10.07	7712887	5696	7718583	10.02	-0.05
(ii) Overseas	0	0	0	0.00	1705843	0	1705843	2.22	2.22
(b) Individuals									
(i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	2029790	642175	2671965	3.47	2043761	571195	2614956	3.40	-0.07
(ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	1208074	42030	1250104	1.62	1356084	10510	1366594	1.77	0.15
(c) Others (specify)									
(i) Non Resident Individuals	87906	32085	119991	0.16	122308	21279	143587	0.19	0.03
(ii) Trust and Foundations	651316	0	651316	0.85	651688	0	651688	0.85	0.00
Sub-total (B)(2) :-	11717422	727398	12444820	16.16	13592571	608680	14201251	18.44	2.28
Total Public Shareholding (B)=(B)(1)+(B)(2)	27823580	747576	28571156	37.10	27942713	628443	28571156	37.10	0.00
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0.00
Grand Total (A+B+C)	76012495	992852	77005347	100.00	76370884	634463	77005347	100.00	0.00

(ii) **Shareholding of Promoters**

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year (as on 01.04.2014)			Shareholding at the end of the year (as on 31.03.2015)			% 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	August Agents Ltd.	6015912	7.81	0.00	6015912	7.81	0.00	0.00
2	Baroda Agents & Trading Co. Pvt. Ltd	914355	1.19	0.00	914355	1.19	0.00	0.00
3	Belle Vue Clinic	175148	0.23	0.00	175148	0.23	0.00	0.00
4	Birla Ericsson Optical Limited	280	0.00	0.00	280	0.00	0.00	0.00
5	Birla Financial Corporation Ltd.	280	0.00	0.00	280	0.00	0.00	0.00
6	East India Investment Co. Pvt. Ltd	3183	0.00	0.00	3183	0.00	0.00	0.00
7	Eastern India Educational Institution	3361200	4.36	0.00	3361200	4.36	0.00	0.00
8	Express Dairy Company Limited	280	0.00	0.00	280	0.00	0.00	0.00
9	Gwalior Webbing Co. Pvt. Ltd.	1775200	2.31	0.00	1775200	2.31	0.00	0.00
10	Hindustan Gum & Chemicals Ltd.	270000	0.35	0.00	270000	0.35	0.00	0.00
11	Hindustan Medical Institution	7159460	9.30	0.00	7159460	9.30	0.00	0.00
12	Insilco Agents Ltd.	6004080	7.80	0.00	6004080	7.80	0.00	0.00
13	Laneseda Agents Ltd.	5994680	7.78	0.00	5994680	7.78	0.00	0.00
14	M.P. Birla Foundation Educational Soc.	100100	0.13	0.00	100100	0.13	0.00	0.00
15	M.P. Birla Institute of Fundamental Research	100	0.00	0.00	100	0.00	0.00	0.00
16	Mazbat Investment Pvt. Ltd.	30412	0.04	0.00	30412	0.04	0.00	0.00
17	Mazbat Properties Pvt. Ltd.	39600	0.05	0.00	39600	0.05	0.00	0.00
18	Mazbat Tea Estate Ltd.	1467689	1.91	0.00	1467689	1.91	0.00	0.00
19	Punjab Produce Holdings Ltd.	3665407	4.76	0.00	3665407	4.76	0.00	0.00
20	Shreyas Medical Society	117740	0.15	0.00	117740	0.15	0.00	0.00
21	Estate of Late Smt Priyamvada Devi Birla represented by Justice R.V. Raveendran, Shri Amal Chandra Chakrabortti and Shri Mahendra Kumar Sharma in their capacity as Administrators pendente lite	1260	0.00	0.00	1260	0.00	0.00	0.00
22	South Point Foundation	140000	0.18	0.00	140000	0.18	0.00	0.00
23	The Punjab Produce & Trading Co. P.Ltd	4520572	5.87	0.00	4520572	5.87	0.00	0.00
24	Universal Cables Ltd.	296730	0.39	0.00	296730	0.39	0.00	0.00
25	Varunendra Trading & Agents Pvt. Ltd.	280	0.00	0.00	280	0.00	0.00	0.00
26	Vindhya Telelinks Ltd.	6380243	8.29	0.00	6380243	8.29	0.00	0.00
	TOTAL	48434191	62.90	0.00	48434191	62.90	0.00	0.00

(iii) Change in Promoters' Shareholding

Sl. No.		Shareholding at the beginning of the year (as on 01.04.2014)		Cumulative Shareholding during the year (as on 01.04.2014 to 31.03.2015)	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
	At the beginning of the year	48434191	62.90		
	Date wise Increase /Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease	No change during the year			
	At the end of the year	48434191	62.90	48434191	62.90

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

Sl. No.	Name	Shareholding		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year (01.04.14 to 31.03.15)	
		No.of Shares at the beginning (01.04.14)/end of the year (31.03.15)	% of total shares of the Company				No. of Shares	% of total shares of the Company
1	LIFE INSURANCE CORPORATION OF INDIA	3948117 3948117	5.13 5.13	01.04.2014 31.03.2015		Nil movement during the year	3948117	5.13
2	MERLIN SECURITIES PVT LTD	2338250 2053250	3.04 2.67	01.04.2014 23.05.2014 30.06.2014 11.07.2014 18.07.2014 17.10.2014 31.03.2015	 -20000 -50000 -15000 -100000 -100000	 Transfer Transfer Transfer Transfer Transfer	2318250 2268250 2253250 2153250 2053250 2053250	 3.01 2.95 2.93 2.80 2.67 2.67
3	HDFC TRUSTEE COMPANY LIMITED - HDFC PRUDENCE FUND	2275767 1954767	2.96 2.54	01.04.2014 17.10.2014 31.10.2014 07.11.2014 06.02.2015 31.03.2015	 -36000 -35000 -50000 -200000	 Transfer Transfer Transfer Transfer	2239767 2204767 2154767 1954767 1954767	 2.91 2.86 2.80 2.54 2.54
4	ICICI PRUDENTIAL DISCOVERY FUND	1527022 2900000	1.98 3.77	01.04.2014 09.05.2014 06.06.2014 22.08.2014 31.03.2015	 600000 785064 -12086	 Transfer Transfer Transfer	2127022 2912086 2900000 2900000	 2.76 3.78 3.77 3.77
5	BRIJMOHAN SAGARMAL CAPITAL SERVICES PRIVATE LIMITED	1226000 1050000	1.59 1.36	01.04.2014 11.04.2014 25.04.2014 02.05.2014 16.05.2014 20.06.2014 30.06.2014 11.07.2014 18.07.2014 01.08.2014 22.08.2014 12.09.2014 20.02.2015 31.03.2015	 96000 -200000 -50000 -150000 100000 54000 -50000 200000 100000 -100000 -100000 -76000	 Transfer Transfer Transfer Transfer Transfer Transfer Transfer Transfer Transfer Transfer Transfer Transfer	1322000 1122000 1072000 922000 1022000 1076000 1026000 1226000 1326000 1226000 1126000 1050000 1050000	 1.72 1.46 1.39 1.20 1.33 1.40 1.33 1.59 1.72 1.59 1.46 1.36 1.36

Sl. No.	Name	Shareholding		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year (01.04.14 to 31.03.15)	
		No. of Shares at the beginning (01.04.14)/end of the year (31.03.15)	% of total shares of the Company				No. of Shares	% of total shares of the Company
6	ICICI PRUDENTIAL DYNAMIC PLAN	1166309 0	1.51 0	01.04.2014				
				09.05.2014	-231245	Transfer	935064	1.21
				16.05.2014	-150000	Transfer	785064	1.02
				06.06.2014	-785064	Transfer	0	0
				31.03.2015			0	0
7	ICICI PRUDENTIAL INFRASTRUCTURE FUND	1069982 1011431	1.39 1.31	01.04.2014				
				25.07.2014	141449	Transfer	1211431	1.57
				15.08.2014	-81887	Transfer	1129544	1.47
				22.08.2014	-95776	Transfer	1033768	1.34
				29.08.2014	-22337	Transfer	1011431	1.31
8	LIFECYCLE INFOTECH PRIVATE LIMITED	880000 893119	1.14 1.16	01.04.2014				
				19.09.2014	4000	Transfer	884000	1.15
				24.10.2014	9119	Transfer	893119	1.16
				31.03.2015			893119	1.16
9	ACACIA PARTNERS, LP	838600 517900	1.09 0.67	01.04.2014				
				05.09.2014	-50916	Transfer	787684	1.02
				12.09.2014	-120332	Transfer	667352	0.87
				19.09.2014	-65402	Transfer	601950	0.78
				30.09.2014	-84050	Transfer	517900	0.67
10	ACACIA INSTITUTIONAL PARTNERS, LP	828400 507700	1.08 0.66	01.04.2014				
				05.09.2014	-50916	Transfer	777484	1.01
				12.09.2014	-120332	Transfer	657152	0.85
				19.09.2014	-65402	Transfer	591750	0.77
				30.09.2014	-84050	Transfer	507700	0.66
11	MOTILAL GOPILAL OSWAL	790000	1.03	01.04.2014	790000	Nil movement during the year		
		790000	1.03	31.03.2015			790000	1.03
12	HDFC TRUSTEE COMPANY LIMITED - HDFC INFRASTRUCTURE	323789 446789	0.42 0.58	01.04.2014				
				16.05.2014	109000	Transfer	432789	0.56
				06.06.2014	100000	Transfer	532789	0.69
				13.06.2014	110000	Transfer	642789	0.83
				18.07.2014	45600	Transfer	688389	0.89
				24.10.2014	-66600	Transfer	621789	0.81
				31.10.2014	-175000	Transfer	446789	0.58
13	SUNAYANA COMMERCIAL PRIVATE LIMITED	664046	0.86	01.04.2014	664046	Nil movement during the year		
		664046	0.86	31.03.2015			664046	0.86
14	BIRLA EDUCATION TRUST	650961	0.85	01.04.2014	650961	Nil movement during the year		
		650961	0.85	31.03.2015			650961	0.85

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

Sl. No.	Name	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
A.	DIRECTORS :				
1	Shri Harsh V. Lodha * As on 01.04.2014 & 31.03.2015	1260	0.00	1260	0.00
2	Shri Pracheta Majumdar * As on 01.04.2014 & 31.03.2015	500	0.00	500	0.00
3	Shri Vikram Swarup * As on 01.04.2014 & 31.03.2015	500	0.00	500	0.00
4	Shri Anand Bordia * As on 01.04.2014 & 31.03.2015	500	0.00	500	0.00
5	Shri Brij Behari Tandon * As on 01.04.2014 & 31.03.2015	500	0.00	500	0.00
6	Shri Dhruva Narayan Ghosh * As on 01.04.2014 & 31.03.2015	500	0.00	500	0.00
7	Dr. Deepak Nayyar * As on 01.04.2014 & 31.03.2015	500	0.00	500	0.00
8	Smt. Shailaja Chandra (Appointed as a Director on 05.02.2015) As on 01.04.2014 & 31.03.2015	0	0.00	0	0.00
9	Shri Bachh Raj Nahar * As on 01.04.2014 & 31.03.2015	500	0.00	500	0.00
B.	KEY MANAGERIAL PERSONNEL (KMP) :				
10	Shri Aditya Saraogi As on 01.04.2014 & 31.03.2015	100	0.00	100	0.00
11	Shri Girish Sharma As on 01.04.2014 & 31.03.2015	0	0.00	0	0.00

* Shares held jointly with other Shareholder

Note : There is no change in the shareholding of Directors and KMPs during the year.

(V) **INDEBTNESS**

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

(₹ in lacs)

	Secured Loans Excluding Deposits	Unsecured Loans	Deposits	Total Indebtness
Indebtness at the beginning of the financial year				
i) Principal Amount as on 31.03.2014	135,292.78	3,998.90	838.24	140,129.92
ii) Interest due but not paid	—	—	—	—
iii) Interest accrued but not due as on 31.03.2014	999.65	2.08	—	1,001.73
TOTAL (i+ii+iii)	136,292.43	4,000.98	838.24	141,131.65
Change in Indebtness during the financial year *				
ADDITION	21,703.76	8,188.87	—	29,892.63
REDUCTION	34,727.95	7,584.97	838.24	43,151.16
Exchange Difference	-3,195.53	-150.87	—	-3,346.40
Net Change	-9,828.66	754.77	-838.24	-9,912.13
Indebtness at the end of the financial year				
i) Principal Amount as on 31.03.2015	125,200.97	5,016.82	—	130,217.79
ii) Interest due but not paid	3.48	—	—	3.48
iii) Interest accrued but not due as on 31.03.2015	770.02	2.55	—	772.57
TOTAL (i+ii+iii)	125,974.47	5,019.37	—	130,993.84

Note : Loan & Interest in Foreign currency is considered at closing Rate for respective years.

* Including refinance of foreign currency term loan.

(VI) DETAILS OF REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL :

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

Sl. No.	Particulars of Remuneration	Name of MD / WTD		
		Shri Bachh Raj Nahar (Managing Director)	Shri Pracheta Majumdar (Whole-time Director designated as Chief Management Advisor)	Total Amount (₹ in Lacs)
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	213.99	49.40	263.39
	(b) Value of perquisites u/s 17(2) Income-tax of the Act, 1961	16.73	1.31	18.04
	(c) Profits in lieu of salary under section 17(3) of the Income- tax Act, 1961	—	—	—
2.	Stock Option	—	—	—
3.	Sweat Equity	—	—	—
4.	Commission			
	- as % of profit	—	—	—
	- others	—	—	—
5.	Others, please specify	55.00	—	55.00
	Total (A)	285.72	50.71	336.43
	Ceiling as per the Act	The remuneration is well within the limits prescribed under the Companies Act, 2013.		

B. Remuneration to other directors :

1. Independent Directors :

Particulars of Remuneration	Name of Directors						Total Amount (₹ in Lacs)
	Shri Vikram Swarup	Shri Anand Bordia	Shri Brij Behari Tandon	Shri Dhruba Narayan Ghosh	Dr. Deepak Nayyar	Smt. Shailaja Chandra	
● Fee for attending board/ committee meetings	13.30	10.00	10.75	6.95	8.00	—	49.00
● Commission	—	—	—	—	—	—	—
● Others	—	—	—	—	—	—	—
Total (B)(1)	13.30	10.00	10.75	6.95	8.00	—	49.00

2. Other Non-Executive Directors

Particulars of Remuneration	Name of Director	Total Amount (₹ in Lacs)
	Shri Harsh V. Lodha	
● Fee for attending board/ committee meetings	5.65	5.65
● Commission	—	—
● Others	—	—
Total (B)(2)	5.65	5.65

Total (B)=(B1)+(B2) = ₹ 54.65 lacs

(iv) **Remuneration to Key Managerial Personnel other than MD/Manager/WTD :**

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Shri Aditya Saraogi (Chief Financial Officer)	Shri Girish Sharma (Company Secretary)	Total Amount (₹ in Lacs)
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NOT APPLICABLE	54.14	31.59	85.73
			0.68	1.21	1.89
			—	—	—
2.	Stock Option		—	—	—
3.	Sweat Equity		—	—	—
4.	Commission - as % of profit - others		—	—	—
5.	Others, please specify		—	—	—
	Total		54.82	32.80	87.62

(VII) **DETAILS OF 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	N I L				
Punishment					
Compounding					
B. DIRECTORS					
Penalty	N I L				
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty	N I L				
Punishment					
Compounding					

Annexure - 'B'

The conservation of energy, technology absorption, foreign exchange earnings and outgo, in the manner as prescribed in Rule 8(3) of the Companies (Accounts) Rules, 2014 [Chapter IX]

	Auto Trim	Cement
A. Conservation of Energy		
i) a) Energy Conservation measures taken	—	A special cell has been formed with an objective of identifying areas of Energy savings by way of modifications/ improvements and replacement of equipments Replaced old conventional light fittings by latest generation CFL & LED light fittings Capacitors have been installed to improve power factor at Satna Unit VFD installed for fans Process operation optimisation by automation and use of complex logic in DCS Modification in cement and raw meal transport system at Chanderia Installation of Bucket Elevator for transfer of raw material at Chanderia Water cooled condenser replaced with air cool condenser replaced for 27 MW CPP at Chanderia Latest Generation grinding Aid used fro PPC & PSC grinding Change in PLC logic to minimise the ideal running of auxillary equipments at Durgapur Unit Solid Flow Meter for Fly Ash Feeding at Satna WHRS Boiler modification at Satna Capacity optimization and reduction of fuel, power, GHG Emission, energy consumption, Fossil Fuel and consequently reduction in the cost of production of Cement. By installing VRM for pet coke grinding will help reducing fuel cost. Reduction in power consumption in cement grinding Less fossil fuel conservation through biomass and other alternative fuels etc. Improving efficiency of combustion process Utilization of flyash and slag increased in cement manufacturing Plant availability improved Started using Carbon Black, Saw Dust, Bio-wasre, municipal waste etc at Satna & Chanderia Unit Started using Mustard Husk & Bio-waste in 27 MW TPP at Chanderia ₹ 417.40 Lacs
b) Impact on conservation of Energy	—	
ii) Steps in utilisation of alternate sources of Energy	—	
t tiii) Capital investment on energy conservation equipments	—	
B. Technology Absorption		
e) Research & Development		
1) Specification of Technology absorption and/or R&D	—	Mill automisation package for cement mill for higher productivity Actively collaborated with National Council for Cement & Building Materials (NCCBM), Institute of Mineral & Materials Technology (formerly RRL), Bhubaneshwar for research & development activity Participation in International and National conference/ seminars. More utilization of cooler, preheater waste gases for productive purpose through Waste Heat Recovery System New concept of blending unit will be installed to produce better quality cement Utilization of grinding aid in cement manufacturing to improve quality, productivity and enhanced absorption of blending materials Conservation of resources through use of low grade limestone for cement manufacturing. Utilization of grinding aid in raw mill is under trial for higher productivity and reduced energy consumption Production of clinker and cement capacity enhanced to meet the future demand Optimize the utilization of Lime Stone and Coal and conservation of water Reduction in production cost due to better utilization of various resources and raw materials
2) Benefit		
C. Foreign Exchange Earning & Outgo		
i) Total Foreign Exchange used - ₹ 17748.26 lacs.		
ii) Total Foreign Exchange earned (including export in Indian Currency) - ₹ 6113.45 lacs.		

Jute	Steel Foundry	Vinoleum
Rationalisation of Load on Transformer	Continuously monitoring energy consumption and taking necessary action for optimisation of power consumption.	—
Replacement of incandescent lights with CFL Lights/ LED Lights		
Group Drive of Winding & Beaming section replaced by individual Motors		
Steam pipe layout modified and optimised		
Reduction in power consumption.	Power Consumption has been optimised and product quality improved	
Optimisation of Production		
Improvement in Power factor and Lactor		
—	—	—
—	—	—
Drive modification		Not Applicable
Conservation of Energy		Not Applicable

REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES/INITIATIVES
[Pursuant to Section 135 of the Act & Rules made thereunder]

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

In line with the provisions of the Companies Act, 2013, the Company has framed its CSR policy for the development of programmes and projects for the benefit of weaker sections of the society and the same has been approved by the CSR Committee of the Board. Though the Company would give preference to local area and areas around the Company for spending the amount earmarked for CSR, it would also work for the upliftment of the underprivileged at large. Greater emphasis is laid on the preventive health care, sanitation, education, water supply, agriculture, cattle care, environment protection and enhancing the income of the rural people. We have undertaken the CSR activities directly through our own staff and also through Madhav Prasad Priyamvada Birla Apex Charitable Trust. The Company's CSR policy is placed on its website and the web-link for the same is <http://www.birlacorporation.com/investors/csr-policy.pdf>.

2. The composition of the CSR Committee is as under :

Shri Harsh V. Lodha	Chairman
Shri Vikram Swarup	Director
Shri Brij Behari Tandon	Director
Shri Dhurba Narayan Ghosh	Director

3) Average net profit of the Company for the last three financial years :

2011-12, 2012-13 and 2013-14 is ₹ 283.01 crore.

4. The prescribed CSR expenditure at 2% = ₹ 5.66 crore.

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

- Total amount to be spent for the financial year 2014-15: ₹ 5.66 crore
- Amount unspent, if any: Not Applicable
- Manner in which the amount spent during the financial year 2014-15 is detailed below :

Sl.	CSR project/ activity identified	Sector in which the project is covered	Projects/ programmes 1. Local area/others 2. State/district (Name of the District/s, State/s where project/ programme was undertaken	Amount outlay (budget) project/ programme-wise	Amount spent on the projects/ programmes Sub- heads : 1. Direct expenditure on project/programme 2. Overheads	Cumulative spend upto to the reporting period i.e. F.Y. 2014-15	Amount spent: Direct/ through implementing agency
1	2	3	4	5	6	7	8
				₹ lakh	₹ lakh	₹ lakh	lakh
1a	Construction of multi-specialty hospital	Health care	Chandaria, Rajasthan	350.00	350.00	350.00	Through implementing agency i.e. Madhav Prasad Priyamvada Birla Apex Charitable Trust
1b	Organizing eye check-up camps and surgery, cleaning work at Mahila and BalChikitsalaya, promoting preventive health care and health check-up camps, construction of overhead water tanks and arranging drinking water supply.	Health care	Satna in Madhya Pradesh, Chandaria in Rajasthan and Durgapur in West Bengal.	50.00	50.46	50.46	Direct

Sl.	CSR project/ activity identified	Sector in which the project is covered	Projects/ programmes 1. Local area/others 2. State/district (Name of the District/s, State/s where project/ programme was undertaken	Amount outlay (budget) project/ programme-wise	Amount spent on the projects/ programmes Sub- heads : 1. Direct expenditure on project/programme 2. Overheads	Cumulative spend upto to the reporting period i.e. F.Y. 2014-15	Amount spent: Direct/ through implementing agency
III	Promoting education including special education	Education	Satna in Madhya Pradesh, Chanderia in Rajasthan and Durgapur in West Bengal.	22.00	20.94	20.94	Direct
III	Empowering women and setting up old-age homes	Empowerment of women	Satna in Madhya Pradesh, Chanderia in Rajasthan and Durgapur in West Bengal.	3.00	3.74	3.74	Direct
IV	Animal husbandry and improving agriculture, cleanliness, protection of flora and fauna	Environmental sustainability and animal welfare	Satna in Madhya Pradesh, Chanderia in Rajasthan and Durgapur in West Bengal.	54.00	53.92	53.92	Direct
V	Protection of national heritage, art and culture including restoration of buildings and sites of historical importance	Protection of National Heritage	Satna in Madhya Pradesh, Chanderia in Rajasthan and Durgapur in West Bengal.	46.00	46.63	46.63	Direct
VI	Promotion of rural sports and nationally recognized sports	Promotion of rural sports	Satna in Madhya Pradesh, Chanderia in Rajasthan and Durgapur in West Bengal.	13.00	13.37	13.37	Direct
VII	Supervision of CSR activities	Overheads	Satna in Madhya Pradesh, Chanderia in Rajasthan and Durgapur in West Bengal.	28.00	28.30	28.30	Direct
TOTAL				566.00	567.36	567.36	

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

Not applicable.

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

The CSR Committee confirms that the implementation and monitoring of CSR Policy is in compliance with CSR objectives and policy of the Company.

Sd/-

Harsh V. Lodha

Chairman of the CSR Committee

Kolkata,

Dated, the 7th day of May, 2015

Sd/-

Bachh Raj Nahar

Managing Director

Annexure - 'D'

DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

- i) The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2014-15, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2014-15 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under :

Sl. No.	Name of Director/ KMP and Designation	Remuneration of Director/ KMP for financial year 2014-15 (₹ in lacs)	% increase in Remuneration in the Financial Year 2014-15	Ratio of remuneration of each Director/to median remuneration of employees	Comparison of the Remuneration of the KMP against the performance of the Company
01.	Shri Bachh Raj Nahar <i>Managing Director</i>	306.54	18.96	211 : 1	Profit before Tax increased by 39.79% and Profit After Tax increased by 35.20% in financial year 2014-15.
02.	Shri Pracheta Majumdar <i>Wholtime Director designated as Chief Management Advisor</i>	50.71	22.36	35 : 1	
03.	Shri Aditya Saraogi <i>Chief Financial Officer</i>	61.17	28.91	N.A.	Profit before Tax increased by 39.79% and Profit After Tax increased by 35.20% in financial year 2014-15.
04.	Shri Girish Sharma <i>Sr. Vice-President (Indirect Taxes) & Company Secretary</i>	35.41	27.55	N.A.	

Note : No other Director other than the Managing Director and Whole time Director received any remuneration other than sitting fees during the financial year 2014-15.

- ii) The median remuneration of employees of the Company during the financial year was ₹ 1.45 lakh
- iii) In the financial year, there was an increase of 2.81% in the median remuneration of employees;
- iv) There were 6325 permanent employees on the rolls of Company as on March 31, 2015;
- v) Relationship between average increase in remuneration and company performance :- The Profit before Tax for the financial year ended March 31, 2015 increased by 39.79% whereas the increase in median remuneration was 2.81%. The average increase in median remuneration was in line with the performance of the Company and partly on individual employee's performance.
- vi) Comparison of remuneration of the Key Managerial Personnel against the performance of the Company: The total remuneration of Key Managerial Personnel increased by 21.24% from ₹ 374.33 lacs in 2013-14 to ₹ 453.83 lacs in 2014-15 whereas the Profit before Tax increased by 39.79% to ₹ 21287.92 lacs in 2014-15 (₹ 15228.16 lacs in 2013-14).
- vii) Variations in the market capitalisation of the Company, price earning ratio as at the closing date of the current financial year and previous financial year and percentage increase or decrease in market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer :

	Closing Market Price per Share (₹)		Percentage increase	Price Earnings Ratio		Market Capitalisation (₹ in crores)	
	As on 31.03.2014	As on 31.03.2015		As on 31.03.2014	As on 31.03.2015	As on 31.03.2014	As on 31.03.2015
NSE	290.45	405.20	40%	17.24	17.79	2236.62	3120.25
BSE	289.70	406.70	40%	17.19	17.85	2230.84	3131.80

The Company has not made any Public Issue or Rights Issue of securities in the last 10 (ten) years, and therefore no comparison has been made of current share price with public offer price.

The Company's shares are listed on National Stock Exchange Limited and BSE Limited.

- viii) Average percentage increase made in the salaries of employees other than the managerial personnel in the financial year 2014-15 was 0.64 % whereas the increase in the managerial remuneration for the same financial year was 8.60%.
- ix) The key parameters for the variable component of remuneration availed by the directors are considered by the Board of Directors based on the recommendations of the Nomination and Remuneration Committee as per the Remuneration Policy for Directors and Senior Management Personnel.
- x) 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 - The Managing Director is the highest paid Director. No employee received remuneration higher than the Managing Director.
- xi) It is hereby affirmed that the remuneration paid during the year ended 31st March, 2015 is as per the Remuneration Policy of the Company.

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31.03.2015

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

To
The Members
Birla Corporation Limited
Birla Building
9/1, R N Mukherjee Road
Kolkata 700001

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Birla Corporation Limited (hereinafter called the Company), bearing CIN: L01132WB1919PLC003334. Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31 March, 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

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

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; Not applicable
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; Not applicable
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; Not applicable
and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; Not applicable
and
- (vi) I further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has complied with the following laws applicable specifically to the Cement/Jute division of the Company :
 - (i) Mineral Conservation and Development Rules, 1988
 - (ii) The Mines and Minerals (Development and Regulation) Act, 1957
 - (iii) The Environment (Protection) Act, 1986
 - (iv) Explosives Rules, 2008

- (v) Ammonium Nitrate Rules, 2012
- (vi) The Jute Packaging Materials (Compulsory Use in Packing Commodities) Act, 1987
- (vii) The Jute Manufactures Cess Act, 1983
- (viii) The National Jute Board Act, 2008

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India: Not Applicable for the financial year 2014-2015.
- (ii) The Listing Agreements entered into by the Company with the BSE Limited and the National Stock Exchange of India Limited.

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

I further report that :

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

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

As per the minutes of the meetings duly recorded and signed by the Chairman, the decisions of the Board were unanimous and therefore there were no dissenting views that was required to be recorded.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period:

- (i) A Court Convened Meeting of the Equity Shareholders of the Company was held on 8th April, 2014 at Kalpataru Uttam Mancha, 10/1/1, Monohar Pukur Road, Kolkata 700026, as per the direction of the Hon'ble High Court, Calcutta for approving the Scheme of Amalgamation of Talavadi Cements Limited, a subsidiary with Birla Corporation Limited.

The process of amalgamation of Talavadi Cements Limited, a 98% subsidiary, with Birla Corporation Limited, is pending for approval at the Hon'ble Calcutta High Court.

- (ii) The major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013 are as under:
 - (a) The members have authorised the Board of Directors (which term shall be deemed to include any Committee of the Board constituted/ to be constituted to exercise its powers) to create mortgage and/or charge/hypothecation(s) in addition to the existing mortgage(s)/charges(s)/hypothecation(s) created by the company, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the movable and/or immovable properties and assets of all kinds of the Company, both present and future and/or the whole or any part of the undertaking(s) of the Company in favour of the Financial Institution(s)/Bank(s)/Security Trustee/Lenders Agent and/Trustee(s) for securing the borrowings availed/to be availed by the Company, by way of loan(s) (in foreign currency and/or Indian rupee) and securities (comprising fully/partly Convertible Bonds/Debentures/ Warrants and/or Non-Convertible Debentures or other debt instruments) issued/to be issued by the Company from time to time, subject to the limits approved under Section 180(1)(c) of the Act, together with interest , premium (if any) on redemption , all other costs, charges and expenses including any increase as a result of devaluation/revaluation or fluctuation in the rates of exchange and all other monies payable by the Company in terms of the Loan Agreement(s)/Heads of Agreement(s)/Facility Agreement(s)/Debenture Trust Deed(s) or any other document, entered into/to be entered into between the Company and Lender(s)/Agent(s) and Security Trustee/Trustee(s), in respect of the loans/borrowings/bonds/debentures/warrants and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors Committee thereof and the Lender(s)/Agent(s)/ and Security Trustee/Trustee(s).
 - (b) The members have authorised the Board of Directors of the Company to borrow, from time to time as they may think fit for the purpose of the Company's business, any sum or sums of money which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company and its free reserves, that is to say reserves not set apart for any specific purpose, provided that aggregate of the moneys borrowed or to be borrowed by the Board of Directors of the Company shall not at any time exceed Rs. 3000 crores over and above the aggregate of the paid up capital of the Company and its free reserves as per the last audited annual accounts.

Place : Kolkata
Date : 07.05.2015

Sd/-
Mamta Binani
Practising Company Secretary
FCS No.: 4525
CP No.: 2598

CORPORATE GOVERNANCE REPORT

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE :

Company's philosophy on Corporate Governance is to achieve the highest levels of transparency, accountability in all its interactions with its stakeholders including shareholders, employees, lenders and the government. We believe that Corporate Governance is a voluntary and self discipline code which means not only ensuring compliance with regulatory requirements but by also being responsive to our stakeholders needs. Focus of the Company has always been to ensure continuing value creation for each of its stakeholders and above all to achieve business excellence with the goal of long-term sustainable development.

2. BOARD OF DIRECTORS :

Board Composition :

The strength of the Board of Directors as on 31st March, 2015 is Nine (9) out of which Six (6) are independent. The composition of the Board of Directors is in conformity with the Corporate Governance Code.

As required under Section 149(3) of the Companies Act, 2013, Ms. Shailaja Chandra, has been appointed as an Independent Woman Director on the Board.

None of the Directors is a Member of more than 10 Committees and Chairman of more than 5 Committees (as specified in Clause 49), across all the companies in which he/she is a Director.

Directors' Profile :

The Board of Directors is composed of highly renowned professionals drawn from diverse fields, who bring with them a wide range of skill and experience to the Board, which enhances the quality of the Board's decision making process.

The brief profile of the Company's Board of Directors is as under :

Shri Harsh V. Lodha, Chairman of the Company, a Chartered Accountant, serves on the Board of several reputed companies and as Trustee and Managing Committee Member of many social and philanthropic organizations. He is the member of managing committee of Assocham and executive committee member of Indian Chamber of Commerce where he has also served as Vice President. He has served as member of the executive committee of FICCI and served as the Co-chairman of its Young Leaders Forum. He has served as member of the Accounting Standards Board of the Institute of Chartered Accountants of India.

Apart from handling audits of several large publicly quoted companies in India and other professional work, he has been involved in and handled several Advisory assignments in the fields of international takeovers and financing, domestic financing, project structuring, capital mobilisation, joint ventures/collaborations, mergers/reconstructions and rehabilitation.

Shri Pracheta Majumdar, Wholtime Director designated as Chief Management Advisor, a former Managing Director of CEAT Tyres Ltd., is a Mechanical Engineer and a Management Advisor by profession. He has worked in the fields of design and project management of Chemicals, Petrochemical and Fertilizer Plants. He has worked with Hindustan Unilever Limited for about 12 years.

Shri Majumdar attended various international management courses organized by Unilever and Executive Development Programmes and Advanced Management Programmes conducted by Stanford University and Harvard Business School.

Shri Vikram Swarup is the Managing Director of Paharpur Cooling Towers Limited. He is a Mechanical Engineer and is an acknowledged authority on thermal design of cooling towers in India. He has vast experience in Marketing, Engineering and other General Management functions. He is Vice Chairman of Kalyan Bharti Trust which owns and operates The Heritage Group of Educational Institutions in Kolkata, a member of the School Management Committee of The Heritage School and Vice Chairman of the Board of Governors of the Heritage Institute of Technology. He is also the Senior National Vice President of the Indo-American Chamber of Commerce.

Shri Anand Bordia, a former Member of the Indian Revenue Service, was First Secretary, Trade High Commission of India, London, and worked in the Secretariat of the World Customs Organization, Brussels, for seven years. He held various senior positions in the Central Government. He was Member (Finance), National Highways Authority of India. He undertook consultancy projects for the Harvard Institute for International Development, UNODC and Asian Development Bank.

Shri B.B. Tandon, the former Chief Election Commissioner of India, also served as a Member of the Delimitation Commission. He was Secretary, Ministry of Personnel, as well as Secretary, Mines to the Government of India. He served as Additional Secretary in the Department of Company Affairs and Cabinet Secretariat. He was the convener of the Working Group on Revision of the Companies Act, 1956. In the State Government of Himachal Pradesh, he served as Principal Secretary, Department of Industries and Power as well as Chairman of the H.P. State Electricity Board. He is presently serving on the Board of a number of reputed companies.

Shri D.N. Ghosh is a former Secretary to the Govt. of India and a former Chairman of State Bank of India. He was the Founder Chairman of ICRA Ltd., the premier Rating Agency and former Chairman of Larsen & Toubro Ltd., Philips (India) Ltd. and the Management Development Institute, Gurgaon and Founder Chairman of the Indian Institute of Management, Lucknow.

Dr. Deepak Nayyar is an eminent economist and Emeritus Professor of Economics at Jawaharlal Nehru University. He has also taught at the University of Oxford, University of Sussex, IIM Calcutta and the New School of Social Research, New York. He was a Rhodes Scholar at Oxford and is Honorary Fellow, Balliol College, Oxford. He served as Chief Economic Advisor to the Government of India and Secretary, Ministry of Finance and was Vice Chancellor, University of Delhi. He has published 14 books and more than 70 papers in academic journals. Dr. Nayyar was an Independent Director on the Board of ICRA, SAIL and ONGC.

Ms. Shailaja Chandra was a Member of the Indian Administrative Service (IAS) and a civil servant for 38 years who has distinguished herself in several roles including as Delhi's only woman in Chief Secretary. Ms. Chandra also has additional 10 years of experience in Public Governance. Apart from 15 years of experience with the Central Government where Ms. Chandra held assignments in the Ministries of Defence, Power and Health, Ms. Chandra has worked in different parts of the country with the State Governments. She

was Health Secretary in Delhi and joined the Government of India as Joint Secretary in the Ministry of Health & Family Welfare where she was promoted as Additional Secretary and later Secretary in the same Ministry. Ms. Chandra was Chairman, Public Grievances Commission and Appellate Authority under the Delhi Right to Information Act and was the first Executive Director of the National Population Stabilisation Fund, Ministry of Health & Family Welfare, Government of India.

Shri B.R. Nahar, Managing Director, is an eminent Chartered Accountant and has served in diverse fields at senior positions in large corporate houses. Businessworld magazine has identified him as the Most Valuable CEO among India's midsize cement companies at its issue dated 29th November, 2010.

Directors' Induction, Familiarisation And Training :

As per Clause 49 of the Listing Agreement the Company has entered into with the Stock Exchanges, the Company shall provide suitable training to Independent Director to familiarise them with the Company, their role, nature of the industry in which the Company operates, business model of the Company etc. The details of such training imparted are also required to be disclosed in the Annual Report.

The Company acknowledges the importance of continuous education and training of the Directors to enable effective discharge of their responsibility. The Company has been organising visits of the Directors to its cement Units at various locations in the country as well as Jute Mill, from time to time with a view to enable them to familiarise with the nature of industry, operations, processes and to interact with the management personnel and staff.

Directors are regularly briefed about the industry's specific issues to enable them to understand the business environment in which the company operates. To enhance their skills and knowledge the Directors are regularly updated on the changes in the policies, laws and regulations, developments in the business environment etc.

Efforts are also made to familiarise the Directors about their roles, rights, responsibility in the Company, its business model and the environment in which the Company operates.

The details of such familiarisation programmes have been placed in the website of the Company under the web link/url:

<http://www.birlacorporation.com/directors-induction-familiarisation-and-training.html>

Meetings, attendance and agenda of the Board Meetings :

During the year 5 Meetings of the Board of Directors of the Company were held i.e. on 8th May, 2014, 8th August, 2014, 5th November, 2014, 15th December, 2014 and 5th February, 2015. The maximum time gap between any two consecutive meetings was not more than one hundred and twenty days.

All the agenda items are backed by necessary supporting information and documents to enable the Board to take informed decisions. The Chairman along with the Managing Director makes presentation on the quarterly and annual operating & financial performance and on annual operating and capex budget. Presentations relating to major projects for which Board's approval are sought are also made. Post meetings, important decisions taken by the Board are communicated to the concerned officials and departments.

The composition and category of the Directors on Board, their relationship with other Directors, their attendance at the Board Meetings during the year and at the last Annual General Meeting, as also number of Directorships and Committee

Memberships/Chairmanships in other Companies and number of shares held by them as on 31st March, 2015 are as follows :

Name of Director	Category	No. of Board Meetings attended	Attendance in last AGM	No. of Shares held	No. of other Directorships \$	Details of other Board Committee / Membership #	
						Member	Chairman
Shri Harsh V. Lodha (Chairman)	Non-Independent Non-Executive	5	Yes	1260*	7	2	1
Shri Pracheta Majumdar (Whole time Director designated as Chief Management Advisor)	Executive	5	Yes	500*	1	2	-
Shri Vikram Swarup	Independent Non-Executive	5	Yes	500*	6	1	2
Shri Anand Bordia	Independent Non-Executive	5	No	500*	5	1	3
Shri B.B. Tandon	Independent Non-Executive	5	No	500*	8	6	2
Shri D.N. Ghosh	Independent Non-Executive	5	No	500*	3	1	-
Dr. Deepak Nayyar	Independent Non-Executive	4	No	500*	-	-	-
Ms. Shailaja Chandra @	Independent Non-Executive	Nil	Not Applicable	Nil**	4	3	-
Shri B.R. Nahar (Managing Director)	Executive	5	Yes	500*	5	-	-

* Shares held jointly with other shareholders.

@ Appointed as an Independent Woman Director w.e.f. 05.02.2015.

\$ Excludes Directorships held in Private Limited Companies, Foreign Companies and Section 8 Companies.

Only covers Membership/Chairmanship of Audit Committee and Stakeholders Relationship Committee of other Public Limited Companies.

** Necessary compliance in this regard is in progress.

No Director is related to any other Director on the Board.

Video Conferencing :

The Companies Act, 2013 read with the relevant rules made thereunder, now facilitates the participation of a Director in Board/Committee Meetings through video conferencing or other audio visual mode. Accordingly, the option to participate in the Meeting through video conferencing was made available for the Directors except in respect of such Meetings/Items which are not permitted to be transacted through video conferencing.

Code of Conduct :

The Board of Directors has laid down a Code of Conduct for all Board members and all employees in management grade of the Company. The Code of Conduct is posted on the website of the Company.

All Board members and senior management personnel have confirmed compliance with the code.

A declaration signed by the Managing Director is attached and forms part of the Annual Report of the Company.

Code of Conduct of Independent Directors :

As per the provisions of Section 149(8) of the Companies Act, 2013 the company and independent directors shall abide by the provisions specified in Schedule IV. Further, Schedule IV lays down a code for Independent Directors of the Company. Pursuant to the said provisions of the Companies Act, 2013, the Company has drafted a Code for Independent Directors of the Company and the same has also been placed in the website of the company.

3. AUDIT COMMITTEE :

- 3.1 The Company has an Audit Committee functioning since 1987. The role & terms of reference of the Committee are in conformity with the provisions of Section 177 of the Companies Act, 2013 and Clause 49 of the Listing Agreement with the Stock Exchanges. The Committee acts as a link between the statutory & internal auditors and the Board of Directors.
- 3.2 The role of the Audit Committee shall include the following :
1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
 2. Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
 3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
 4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to :
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013.
 - b. Changes, if any, in accounting policies and practices and reasons for the same.
 - c. Major accounting entries involving estimates based on the exercise of judgment by management.
 - d. Significant adjustments made in the financial statements arising out of audit findings.
 - e. Compliance with listing and other legal requirements relating to financial statements.
 - f. Disclosure of any related party transactions.
 - g. Qualifications in the draft audit report.
 5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
 6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
 7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
 8. Approval or any subsequent modification of transactions of the company with related parties;
 9. Scrutiny of inter-corporate loans and investments;
 10. Valuation of undertakings or assets of the company, wherever it is necessary;
 11. Evaluation of internal financial controls and risk management systems;
 12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
 13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing

and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;

14. Discussion with internal auditors of any significant findings and follow up there on;
 15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
 16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
 17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
 18. To review the functioning of the Whistle Blower mechanism;
 19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
 20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
- 3.3 During the year, 4 meetings of the Audit Committee of the Company were held i.e. on 7th May, 2014, 7th August, 2014, 4th November, 2014 and 4th February, 2015. The composition and the attendance of Directors at these meetings are as under :

Name of Member	Status	No. of meetings attended
Shri Vikram Swarup	Chairman	4
Shri Anand Bordia	Member	4
Shri B.B. Tandon	Member	4
Dr. Deepak Nayyar	Member	3

The Managing Director, Chief Financial Officer, Head of Management Audit Department and representatives of the Statutory Auditors are permanent invitees to the Audit Committee Meetings. Internal Auditors are also invited on rotational basis. The Cost Auditors appointed by the Company under Section 148 of the Companies Act, 2013 attend the Audit Committee Meeting, where cost audit reports are discussed.

The Company Secretary acts as the Secretary to the Committee.

4. NOMINATION AND REMUNERATION COMMITTEE :

- 4.1 In compliance with Section 178 of the Companies Act, 2013, the Board has renamed the existing "Remuneration Committee" as the "Nomination and Remuneration Committee".
- 4.2 The Nomination and Remuneration Committee shall act in accordance with the prescribed provisions of Section 178 of the Companies Act, 2013 and shall be responsible for :
- i) formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key management personnel and other employees;
 - ii) formulation of criteria for evaluation of Independent Directors and the Board;
 - iii) devising a policy on Board diversity;
 - iv) identifying persons who are qualified to become directors and who may be appointed in senior management in accordance

with the criteria laid down, recommend to the Board their appointment and removal and carry out evaluation of every director's performance.

- 4.3 During the year, 2 meetings of the Nomination and Remuneration Committee of the Company were held i.e. on 7th May, 2014, and 4th February, 2015. The Composition and the attendance of Directors at these meetings are as under :

Name of Member	Status	No. of meetings attended
Shri Vikram Swarup	Chairman	2
Shri Harsh V. Lodha	Member	2
Shri Anand Bordia	Member	2
Shri B.B. Tandon	Member	2
Dr. Deepak Nayyar	Member	2

4.4 Remuneration Policy :

Pursuant to provisions of Section 178 of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee, has formulated a Remuneration Policy for Directors and Senior Management. The details of which forms part of the Director' Report.

4.5 Details of remuneration paid/payable to the Directors during the financial year ended 31st March, 2015 :

(a) Managing Director : (₹ in Lacs)

Name	Salary	Perquisites & Allowances*	Sitting Fees	Performance Linked Bonus	Total amount paid/ payable in 2014-15	Period of Service Contract
Shri B.R. Nahar	90.00	161.54	-	55.00	306.54	5 years w.e.f. 03.08.2014

* Including Retirement benefits.

(b) Wholetime Director designated as Chief Management Advisor : (₹ in Lacs)

Name	Salary	Perquisites & Allowances	Sitting Fees	Total amount paid/ payable in 2014-15	Period of Service Contract
Shri P. Majumdar	49.40	1.31	-	50.71	5 years w.e.f. 20.05.2013

(c) Non-Executive Directors : (In ₹)

Name	Sitting Fees
Shri Harsh V. Lodha	565000
Shri Vikram Swarup	1330000
Shri Anand Bordia	1000000
Shri B.B. Tandon	1075000
Shri D.N. Ghosh	695000
Dr. Deepak Nayyar	800000

No remuneration other than the sitting fees for attending Board & Committee Meetings was paid to the Non-Executive Directors.

5. STAKEHOLDERS RELATIONSHIP COMMITTEE :

- 5.1 In compliance with the provisions of Section 178 of the Companies Act, 2013 and the Listing Agreement, the Board has renamed the existing "Share Transfer and Shareholders'/Investors' Grievance Committee" as the "Stakeholders' Relationship Committee".

Stakeholders Relationship Committee inter alia approves transfer & transmission of shares, issue of duplicate/re-materialized shares and consolidation & splitting of certificates, redressal of complaints from investors etc.

- 5.2 Stakeholders Relationship Committee has been empowered to deal with and dispose of the instruments of transfer of shares in the Company including power to reject transfer of shares in terms of the provisions of the Companies Act, 2013, Securities Contract (Regulations) Act, Listing Agreement and the Company's Articles of Association and take necessary actions as may be required for the purpose and shall consider and resolve the grievances of shareholders, debenture holders and other security holders of the Company including complaints related to non-receipt of balance sheet and non-receipt of declared dividends.

- 5.3 During the year 4 meetings of the Stakeholders Relationship Committee of the Company were held i.e. on 8th May, 2014, 8th August, 2014, 5th November, 2014 and 5th February, 2015. The composition and the attendance of Directors at these meetings are as under :

Name of Member	Status	No. of meetings attended
Shri Harsh V. Lodha	Chairman	4
Shri Pracheta Majumdar	Member	4
Shri Vikram Swarup	Member	4
Shri B.R. Nahar	Member	4

- 5.4 In addition, the Stakeholders Relationship Committee approved 20 Resolutions by Circulation for effecting registration of transfer of shares and other issues concerning investor services during the year.

The Company has received 16 complaints from the shareholders during the year. All the complaints have been processed in time and replied/resolved to the satisfaction of the shareholders.

Further, all the requests for transfer of shares have also been processed in time and no transfer was pending for registration for more than 15 days as on March 31, 2015.

Shri Girish Sharma, the Company Secretary, is the Compliance Officer.

6. COMMITTEE OF DIRECTORS :

- 6.1 The Committee of Directors has been constituted by the Board of Directors of the Company with necessary powers delegated to it with a view to conduct the affairs of the Company smoothly.
- 6.2 During the year 3 meetings of the Committee of Directors of the Company were held i.e. on 25th April, 2014, 6th January, 2015 and 28th March, 2015. The composition and the attendance of Directors at these meetings are as under :

Name of Member	Status	No. of meetings attended
Shri Harsh V. Lodha	Member	3
Shri Pracheta Majumdar	Member	3
Shri Vikram Swarup	Member	3
Shri B.R. Nahar	Member	3

7. CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE :

- 7.1 The Corporate Social Responsibility (CSR) Committee has been constituted by the Board of Directors of the Company w.e.f. 1st April, 2014 as per the provisions of Section 135 of the Companies Act, 2013 and Corporate Social Responsibility (CSR) Rules, 2014.
- 7.2 During the year 3 meetings of the CSR Committee were held on 8th August, 2014, 5th November, 2014 and 4th February, 2015. The composition and the attendance of Directors at these meetings are under :

Name of Member	Status	No. of meetings attended
Shri Harsh V. Lodha	Chairman	3
Shri Vikram Swarup	Member	3
Shri B.B. Tandon	Member	3
Shri D.N. Ghosh	Member	3

7.3 The terms of reference of the Corporate Social Responsibility Committee of the Company are as under :

- to formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the company as specified in Schedule VII of the Companies Act, 2013;
- to recommend the amount of expenditure to be incurred on the activities referred to in clause (a) in a Financial Year;
- to monitor the Corporate Social Responsibility Policy of the company from time to time; and
- any other matter/thing as may be considered expedient by the members in furtherance of and to comply with the CSR Policy of the Company.

8. INDEPENDENT DIRECTORS' MEETING :

During the year under review, the Independent Directors met on 15th December, 2014 and 4th February, 2015, inter-alia, to discuss :

- Evaluation of the performance of Non Independent Directors and the Board of Directors as a whole.
- Evaluation of the performance of the Chairman of the Company, taking into account the views of the Executive and Non Executive Directors.
- Evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

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

Name	No. of meetings attended
Shri D.N. Ghosh *	2
Shri Vikram Swarup	2
Shri A. Bordia	2
Shri B.B. Tandon	2
Dr. Deepak Nayyar	2

* Shri D.N. Ghosh was unanimously elected as the Chairman of the Meetings.

9. SUBSIDIARY COMPANIES :

There is no material non-listed Indian subsidiary Company requiring appointment of Independent Director of the Company on the Board of Directors of the subsidiary companies. The requirements of Clause 49 of the Listing Agreement with regard to subsidiary companies have been complied with.

10. GENERAL BODY MEETINGS :

10.1 The details of Annual General Meetings in last 3 years are as under:

Year	Venue	Date	Time
2013-2014	Kalpataru Uttam Mancha 10/1/1, Manohar Pukur Road, Kolkata - 700 026	21.08.2014	10.30 A.M.
2012-2013	Kalpataru Uttam Mancha 10/1/1, Manohar Pukur Road, Kolkata - 700 026	10.07.2013	10.30 A.M.
2011-2012	Kalpataru Uttam Mancha 10/1/1, Manohar Pukur Road, Kolkata - 700 026	28.06.2012	10.30 A.M.

10.2 In accordance with the law, a poll (electronically and by physical ballot) was conducted on all the resolutions of the Notice, all the members were given an option to vote through electronic means using the NSDL platform.

10.3 At the Annual General Meeting of the Company held on August 21, 2014, 3 Resolutions were passed as Special Resolutions as mentioned hereunder :

- Resolution u/s. 180(1)(c) of the Companies Act, 2013 for borrowing money up to ₹ 3000 crores over and above the aggregate of paid up capital and free reserves of the Company.
- Resolution u/s. 180(1)(a) of the Companies Act, 2013 for creation of mortgage/ charge of Company's assets.
- Resolution u/s. 94(1) for keeping Register of Members and other Registers at the office of the Registrar and Share Transfer Agent.

No Special Resolutions were passed during the Annual General Meetings held on 28th June, 2012 and 10th July, 2013.

No Special Resolution was passed during the Financial Year ended 31st March, 2015 through Postal Ballot. At present, there is no proposal for passing any Special Resolution through Postal Ballot.

10.4 A Court Convened Meeting of the Equity Shareholders of the Company was held on 8th April, 2014 at Kalpataru Uttam Mancha, 10/1/1, Monohar Pukur Road, Kolkata - 700 026, as per the direction of the Hon'ble High Court, Calcutta for approving the Scheme of Amalgamation of Talavadi Cements Limited, a subsidiary with Birla Corporation Limited.

11. DISCLOSURES :

i) Disclosure on materially significant related party transactions :

All transactions entered into with Related Parties as defined under the Companies Act, 2013 and Clause 49 of the Listing Agreement during the financial year were in the ordinary course of business and on an arms length pricing basis and do not attract the provisions of Section 188 of the Companies Act, 2013. There were no materially significant transactions with related parties during the financial year which were in conflict with the interest of the Company. Suitable disclosure as required by the Accounting Standards (AS18) has been made in the Note No. 2.42 to the Financial Statements.

ii) Disclosure on accounting treatment :

In the preparation of the financial statements, the Company has followed the Accounting Standards referred to in Section 133 of the Companies Act, 2013. The significant accounting policies which are consistently applied have been set out in the Notes to the Financial Statements.

iii) Details of non-compliance by the Company, penalties, strictures imposed on the Company by the Stock Exchanges, SEBI or any Statutory Authority on any matter related to Capital Markets :

The Company has complied with all the requirements of the Listing Agreement with the Stock Exchanges as well as regulations and guidelines of SEBI. No penalties or strictures were imposed by SEBI, Stock Exchanges or any statutory authority on matters relating to Capital Markets during the last three years.

iv) Risk Management :

The Company has laid a comprehensive Risk Assessment and Minimization Procedure which was presented to the Audit Committee and reviewed by the Board from time to time. These procedures are reviewed to ensure that executive management controls risk through means of a properly defined framework.

v) **Vigil Mechanism/Whistle Blower Policy :**

In compliance with provisions of Section 177(9) of the Companies Act, 2013 and Clause 49 of the Listing Agreement the Company has framed a Vigil Mechanism/Whistle Blower Policy and the same has also been placed in the website of the Company. None of the employees of the Company has been denied access to the Audit Committee.

vi) **Details of compliance with mandatory requirements and adoption of non-mandatory requirements :**

The Company has complied with all the applicable mandatory requirements. The Company has not adopted the non-mandatory requirements of the Listing Agreement except that relating to the appointment of separate post of Chairman and CEO.

12. PREVENTION OF INSIDER TRADING :

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Company Secretary is responsible for implementation of the Code.

All Board Directors and the designated employees have confirmed compliance with the Code.

13. CEO & CFO CERTIFICATION :

The Managing Director and Chief Financial Officer of the Company have issued necessary certificate pursuant to the provisions of Clause 49 of the Listing Agreement with the Stock Exchanges and the same is attached and forms part of the Annual Report.

14. COMPLIANCE CERTIFICATE OF THE AUDITORS :

Certificate from the Company's Statutory Auditors M/s. H.P. Khandelwal & Co. confirming compliance with conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges is attached and forms part of the Annual Report.

15. MEANS OF COMMUNICATION :

The quarterly, half-yearly and the annual financial results are published in English & vernacular newspapers and are also furnished to the Stock Exchanges with whom the Company has listing arrangements to enable them to put them on their websites. The Company has its own website i.e. www.birlacorporation.com wherein all relevant information along with the financial results & shareholding patterns are available. As per the requirements of the Listing Agreement, all the data related to quarterly financial results, shareholding pattern etc. are also furnished to the Stock Exchanges. The Management Discussion & Analysis, forms part of the Directors' Report is covered in the Annual Report.

16. GENERAL SHAREHOLDERS' INFORMATION :

16.1 **Annual General Meeting**

Date and Time : 2nd July, 2015, 10.30 A.M.
Venue : Kalpataru Uttam Mancha
10/1/1, Monohar Pukur Road
Kolkata - 700 026

16.2 **Financial Calendar (tentative and subject to change)**

1st Quarterly Results	} Within 45 days of the end of the quarter
2nd Quarterly/Half yearly Results	
3rd Quarterly Results	
Audited yearly Results for the year ending 31st March, 2016	: Within 60 days of the end of the Financial Year

16.3 **Date of Book closure** : 23rd June, 2015 to
(both days inclusive) 2nd July, 2015

16.4 **Dividend Payment date** : Credit/dispatch of dividend warrants between 3rd July, 2015 and 9th July, 2015

16.5 **Listing of Shares & Debentures :**

A. Ordinary Shares

The Ordinary shares are at present listed at the following Stock Exchanges.

Name of the Stock Exchange	Stock Code/Symbol
1. National Stock Exchange of India Ltd. (NSE) Exchange Plaza, C - 1, Block - G Bandra-Kurla Complex Bandra (East), Mumbai- 400 051	BIRLACORPN - EQ
2. BSE Ltd. (BSE) Phiroze Jeejeebhoy Towers Dalal Street, Fort, Mumbai-400 001	500335

B. Debentures

The Privately placed Secured Redeemable Non-Convertible Debentures are listed on the Wholesale Debt Market Segment of BSE Ltd.

16.6 **ISIN Code for the Company's Ordinary Shares :**

INE340A01012

16.7 **ISIN Code for various series of Debentures is as under :**

Secured Redeemable Non-Convertible Debentures Series-1 : INE340A07035
Secured Redeemable Non-Convertible Debentures Series-2 : INE340A07043*
Secured Redeemable Non-Convertible Debentures Series-3 : INE340A07050
Secured Redeemable Non-Convertible Debentures Series-4 : INE340A07068

* Secured Redeemable Non-Convertible Debentures Series -2 amounting to ₹ 100 crores has been redeemed on 04.03.2015.

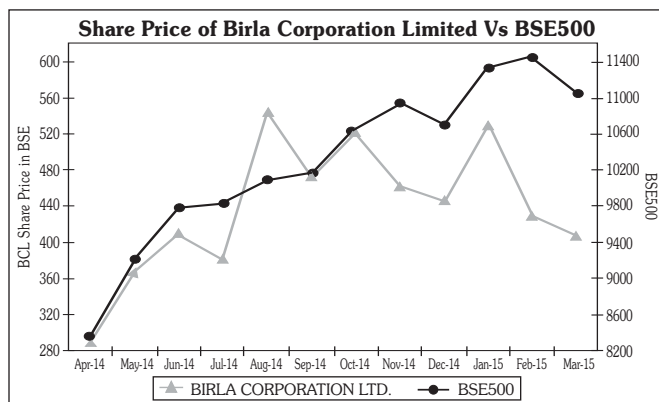
Annual Listing fees as prescribed, has been paid by the Company to the above Stock Exchanges for the financial year 2015-16.

16.8 **Corporate Identity Number (CIN) :** L01132WB1919PLC003334

16.9 **Market Price Data during financial year 2014-2015 :**

Month	BSE (in ₹)		NSE (in ₹)	
	High	Low	High	Low
April, 2014	314.00	280.00	317.75	275.00
May, 2014	393.00	286.00	394.00	286.00
June, 2014	414.20	355.10	415.00	353.60
July, 2014	428.80	370.00	431.75	365.00
August, 2014	614.85	377.00	614.15	373.25
September, 2014	563.80	453.00	562.70	452.60
October, 2014	529.85	461.65	530.00	460.10
November, 2014	547.00	452.00	546.00	453.50
December, 2014	549.90	410.00	487.25	405.35
January, 2015	551.10	432.60	549.90	427.10
February, 2015	543.00	414.50	545.00	410.50
March, 2015	464.80	385.20	465.95	387.00

16.10 Stock Performance in comparison to broad-based indices :



16.11 Registrar & Share Transfer Agent :

MCS Limited

77/2A, Hazra Road, Kolkata-700 029

Phone : (033) 2454-1892 / 2454-1893

Fax : (033) 2454-1961

E-mail : mcskol@rediffmail.com

* The Company is in the process of changing its Registrar & Share Transfer Agent from MCS Limited to MCS Share Transfer Agent Limited.

16.12 Share Transfer System :

Share transfers in physical form are generally registered within a fortnight from the date of receipt provided the documents are found to be in order. Stakeholders Relationship Committee considers & approves the transfer proposals.

All requests for dematerialisation of shares, which are found to be in order, are generally processed within twentyone days and the confirmation is given to the respective depositories i.e., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

16.13 Dividend History for the last 5 years is as under :

Financial Year	Date of Declaration	Dividend per Share (₹)
2014 - 2015	02.07.2015 *	6.00
2013 - 2014	21.08.2014	6.00
2012 - 2013 (Final)	10.07.2013	4.50
2012 - 2013 (Interim)	09.11.2012	2.50
2011 - 2012 (Final)	28.06.2012	3.50
2011 - 2012 (Interim)	31.10.2011	2.50
2010 - 2011 (Final)	27.06.2011	3.50
2010 - 2011 (Interim)	26.10.2010	2.50

* Subject to approval of shareholders.

16.14 Unclaimed Dividends :

The Company is required to transfer dividends which have remained unpaid / unclaimed for a period of seven years to the Investor Education & Protection Fund established by the Government. The Company will in September, 2015 transfer to the said fund, the dividend for the year ended 31st March, 2008 which have remained unclaimed / unpaid.

16.15 Details of outstanding shares in the Unclaimed Suspense Account :

In terms of Clause 5A(I) and Clause 5A(II) of the Listing Agreement,

the Company reports the following details in respect of equity shares lying in the suspense account which were issued in demat form and physical form, respectively :

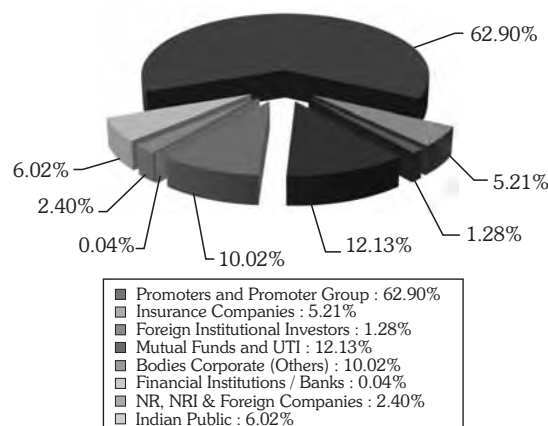
Particulars	Demat		Physical	
	Number of Shareholders	Number of Ordinary Shares	Number of Shareholders (phase wise transfers)	Number of Ordinary Shares
Aggregate Number of shareholders and outstanding shares in the suspense account lying at the beginning of the year.	304	83631	0	0
Number of shareholders who approached the Company for transfer of shares and shares transferred from suspense account during the year.	0	0	0	0
Number of shareholders and aggregate number of shares transferred to the Unclaimed Suspense Account during the year.	0	0	0	0
Aggregate Number of shareholders and the outstanding shares in the suspense account lying at the end of the year.	304	83631	0	0

The voting, dividend and other rights on the shares in the suspense account shall remain frozen till the rightful owners of such shares claim the shares.

16.16 Distribution of shareholding as on 31st March, 2015 :

No. of ordinary shares held	No. of shareholders	% of shareholders	No. of Ordinary shares	% of shareholding
Upto 500	20988	94.99	1485846	1.93
501 to 1000	494	2.24	378222	0.49
1001 to 2000	258	1.17	385012	0.50
2001 to 3000	98	0.44	244946	0.32
3001 to 4000	50	0.23	176236	0.23
4001 to 5000	37	0.17	171446	0.22
5001 to 10000	54	0.24	387464	0.50
10001 & above	115	0.52	73776175	95.81
TOTAL	22094	100.00	77005347	100.00

SHAREHOLDING PATTERN AS ON 31ST MARCH, 2015



16.18 Dematerialisation of Shares and liquidity :

As on 31st March, 2015, 99.18% of the Company's total ordinary shares representing 76370884 shares were held in dematerialised form and 634463 shares representing 0.82% of paid-up share capital were held in physical form.

16.19 Reconciliation of Share Capital Audit :

As stipulated by Securities and Exchange Board of India (SEBI), a practicing Chartered Accountant carries out the Reconciliation of Share Capital Audit to reconcile the total admitted Capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. This audit is carried out every quarter and the report thereon is submitted to the Stock Exchanges and is also placed before the Board of Directors.

16.20 Plant Locations :

The Company's plants are located at Satna (Madhya Pradesh), Chanderia (Rajasthan), Kolkata, Birlapur and Durgapur (West Bengal), Raebareli (Uttar Pradesh), Chakan (Maharashtra) and Gurgaon (Haryana).

16.21 Address for Correspondence :

The shareholders may address their communications/suggestions/grievances/queries to :

The Company Secretary
Birla Corporation Limited
Birla Building
9/1, R.N. Mukherjee Road, Kolkata-700 001
Tel. No. : (033) 66166726, 66166738, 66166737
Fax : (033) 2248-7988 / 2872

16.22 Exclusive e-mail id for Investors' Grievances :

Pursuant to Clause 47(f) of the Listing Agreement with the Stock Exchanges, the following e-mail id has been designated for communicating investors' grievances :

investorsgrievance@birlacorp.com

16.23 E-mail id pursuant to Green Initiative in the Corporate Governance :

For registering the e-mail id for receiving the notices/documents including Annual Reports of the Company electronically the following e-mail id has been designated :

greeninitiative@birlacorp.com

DECLARATION ON CODE OF CONDUCT

This is to confirm that the Board of Directors of the Company has laid down a Code of Conduct for its members and senior management personnel of the Company. The same has also been posted on the Company's website. It is further confirmed that all the Directors and senior management personnel of the Company have affirmed compliance with the Code of Conduct of the Company for the Financial Year ended 31st March, 2015 as envisaged in Clause 49 of the Listing Agreement with the Stock Exchanges.

For **BIRLA CORPORATION LIMITED**

Dated, the 7th May, 2015

(B.R. NAHAR)
Managing Director

The Board of Directors
Birla Corporation Limited
9/1, R. N. Mukherjee Road
Kolkata - 700 001

7th May, 2015

Certification by Chief Executive Officer (CEO) & Chief Financial Officer (CFO)

We, B.R. Nahar, Managing Director and A. Saraogi, Chief Financial Officer of Birla Corporation Limited certify that :

- a) We have reviewed the Financial Statements and the Cash Flow Statement for the year ended 31st March, 2015 and that to the best of our knowledge and belief :
 - i) the statements do not contain materially untrue statement, or omit any material fact or contain statements that might be misleading;
 - ii) the statements 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, which are fraudulent, illegal or violative of the Company's Code of Conduct.
- c) We accept the responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and 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 Audit Committee:
 - i) significant changes, if any, in the internal controls over financial reporting during the year;
 - ii) significant changes, if any, in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - iii) instances of significant fraud of which 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 BIRLA CORPORATION LIMITED

(B. R. NAHAR)
Managing Director

For BIRLA CORPORATION LIMITED

(A. SARAOGI)
Chief Financial Officer



AUDITORS' CERTIFICATE OF COMPLIANCES WITH THE CORPORATE GOVERNANCE REQUIREMENT UNDER CLAUSE 49 OF THE LISTING AGREEMENT

TO THE MEMBERS OF BIRLA CORPORATION LIMITED

We have examined the compliance of Corporate Governance by Birla Corporation Limited, for the year ended on 31st March, 2015 as stipulated in Clause 49 of the Listing Agreement of the said Company with stock exchanges in India.

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

In our opinion and to the best of our information and according to the explanations given to us, we certify that the company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

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

For **H. P. KHANDELWAL & CO.**

Chartered Accountants

Firm Registration No. 302050E

RAJIV SINGHI

Partner

Membership No. 053518

1B, Old Post Office Street
Kolkata - 700 001
Date : the 7th day of May, 2015

INDEPENDENT AUDITORS' REPORT

To the Members of BIRLA CORPORATION LIMITED

REPORT ON THE STANDALONE FINANCIAL STATEMENTS

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

MANAGEMENT'S RESPONSIBILITY FOR THE STANDALONE FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

AUDITOR'S RESPONSIBILITY

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

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

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

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

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

OPINION

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2015, and its profit and its cash flows for the year ended on that date.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of the written representations received from the directors as on 31st March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us :
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements - refer note 2.29 & 2.40 to the financial statements;
 - ii. The Company did not have any material foreseeable losses on long-term contracts including derivative contracts;
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For **H. P. KHANDELWAL & CO.**

Chartered Accountants

Firm Registration No. 302050E

1B, Old Post Office Street,
Kolkata - 700 001

Date : 7th day of May, 2015

RAJIV SINGHI

Partner

Membership No. 053518

ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT

The Annexure referred to in paragraph 1 with the heading "Report on other legal and regulatory requirement" of Our Report of even date to the members of Birla Corporation Ltd. on the accounts of the Company for the year ended 31st March, 2015.

1. (a) The Company has maintained proper records to show full particulars including quantitative details and situation of the fixed assets.
the prescribed accounts & records have been made & maintained but no detailed examination of such records and accounts have been carried out by us.
- (b) The fixed assets have been physically verified wherever practicable on a phased manner by the management/ internal auditors and the reconciliation of the quantities with the book records has been done on continuous basis except in case of Soorah Jute Mills where verification could not be done due to suspension of work. Further the differences, if any, arising out of such reconciliation so far have been adjusted and no serious discrepancies between book records and physical inventory have been noticed.
2. (a) The inventory has been physically verified at reasonable intervals during the year by the Management/ Internal Auditors except in case of Soorah Jute Mills unit where verification could not be done due to suspension of work.
- (b) In our opinion, the procedure of physical verification of inventory followed by the management is reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) On the basis of our examination of the records of inventory, we are of the opinion that the Company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical stock and the books stocks, wherever ascertained were not significant and have been properly dealt in the books of accounts.
3. The Company has not granted loans secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act. Accordingly, the requirements of clauses (iii) (a) to (b) of the paragraph 3 of the Order are not applicable.
4. In our opinion and according to the information and explanations given to us, there is adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchase of inventory and fixed assets and for the sale of goods and services. During the course of our audit, no major weakness has been noticed in the internal control system.
5. In our opinion and according to the information and explanations given to us, the Company has complied with the directives issued by Reserve Bank of India and the provisions of Sections 73 to 76 of the Act and the rules framed there under with regard to deposits accepted from the public.
6. The Central Government has prescribed maintenance of cost records under section 148(1) of the Companies Act, for the Company's Cement, Jute, Power and Auto Trim Units. We have broadly reviewed such accounts and records and are of the opinion that prima facie,
7. (a) According to the information and explanations given to us and on the basis of our examination of the books and account, the Company has generally been regular in depositing the undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues during the year with the appropriate authorities. According to the information and explanations given to us, no undisputed dues as above were outstanding as at 31st March 2015 for a period of more than six months from the date they became payable.
(b) According to the information and explanations given to us and the records of the Company examined by us, the dues of income tax, sales tax, wealth tax, service tax, duty of customs, duty of excise, value added tax and cess as at 31st March, 2015 which have not been deposited on account of dispute and the forum where the disputes are pending are as under :

Name of the Statute	Nature of Dues	Amount (₹ in Lacs)	Period to which the amount relates	Forum where pending
Sales Tax & Vat Laws	Sales Tax & VAT	2395.20	1994-2014	Department/1st Appellate Authority
		184.48	1989-2008	Tribunals
		875.63	1993-2015	High Court & above
Central Excise Act, 1944	Excise Duty	939.04	1980-2012	Department/1st Appellate Authority
		1939.01	1976-2012	Tribunals
Finance Act, 1944	Service Tax	747.20	2005-2014	Department/1st Appellate Authority
		547.94	2004-2012	Tribunals
The Custom Act, 1962	Custom Duty	6.00	2012-13	Tribunals
Income Tax Act, 1961	Income Tax	2632.09	AY 2008-09 to 2012-13	Department/1st Appellate Authority

- (c) According to the information and explanations given to us and on the basis of our examination of the books and account, the Company has transferred the amount required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made there under to such fund within time.
8. The Company's does not have any accumulated loss as at the end of the financial year and has not incurred any cash losses in the current financial year and in the immediately preceding financial year.
9. According to the information and explanations given to us by the management, the Company has not defaulted in repayment of dues to financial institutions or banks or debenture holders.

-
10. According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from bank or financial institutions.
11. Based on information and explanations given to us and records of the Company examined by us, in our opinion, the term loans have been applied for the purpose for which they were obtained. Proceeds
- from long term loans raised during the year and remained unutilized as not required for immediate use for capital expenditure have been temporarily parked in bank fixed deposit.
12. To the best of our knowledge and belief and according to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the year.

For **H. P. KHANDELWAL & CO.**
Chartered Accountants
Firm Registration No. 302050E

RAJIV SINGHI
Partner
Membership No. 053518

1B, Old Post Office Street,
Kolkata - 700 001
Date : 7th day of May, 2015



BALANCE SHEET as at 31st March, 2015

(₹ in lacs)

	<u>Note No.</u>	<u>As at March 31, 2015</u>	<u>As at March 31, 2014</u>
EQUITY AND LIABILITIES			
SHAREHOLDERS' FUNDS			
Share Capital	2.1	7700.89	7700.89
Reserves and Surplus	2.2	254710.48	244906.76
		262411.37	252607.65
NON-CURRENT LIABILITIES			
Long-Term Borrowings	2.3	110178.17	91630.90
Deferred Tax Liabilities (Net)	2.4	24293.75	23421.38
Other Long-Term Liabilities	2.5	35317.30	28862.26
Long-Term Provisions	2.6	3117.06	2714.46
		172906.28	146629.00
CURRENT LIABILITIES			
Short-Term Borrowings	2.7	14082.74	16310.49
Trade Payables	2.8	18808.55	15474.23
Other Current Liabilities	2.9	23547.43	49968.27
Short-Term Provisions	2.6	7369.87	6865.97
		63808.59	88618.96
TOTAL		499126.24	487855.61
ASSETS			
NON-CURRENT ASSETS			
Fixed Assets			
Tangible Assets	2.10	192067.03	186121.62
Intangible assets	2.10	189.73	363.34
Capital Work-In-Progress		12269.87	14166.77
		204526.63	200651.73
Non-Current Investments	2.11	36253.96	35202.55
Long-Term Loans and Advances	2.12	22423.75	20335.36
Other Non-Current Assets	2.13	2907.78	3006.50
		266112.12	259196.14
CURRENT ASSETS			
Current Investments	2.14	95535.95	98197.36
Inventories	2.15	55211.02	51510.71
Trade Receivables	2.16	8812.50	7471.14
Cash and Bank Balances	2.17	46677.06	50108.27
Short-Term Loans and Advances	2.12	10368.32	8055.39
Other Current Assets	2.13	16409.27	13316.60
		233014.12	228659.47
TOTAL		499126.24	487855.61
Significant Accounting Policies	1		
The Notes are an integral part of the Financial Statements			

As per our Report annexed.

For **H. P. KHANDELWAL & CO.**
Chartered Accountants
Firm Registration No. 302050E

ADITYA SARAOGI
Chief Financial Officer

HARSH V. LODHA
Chairman

RAJIV SINGHI
Partner
Membership No. 053518
1B, Old Post Office Street,
Kolkata-700 001.
The 7th day of May, 2015

GIRISH SHARMA
Sr. Vice President (Indirect Taxes)
& Company Secretary

B. R. NAHAR
Managing Director

STATEMENT OF PROFIT AND LOSS for the year ended 31st March, 2015

(₹ in lacs)

	Note No.	For the year ended 31st March, 2015	For the year ended 31st March, 2014
INCOME			
Revenue from Operations (Gross)	2.18	369216.83	347792.22
Less : Excise Duty		48227.59	46157.01
Revenue from Operations (Net)		320989.24	301635.21
Other Income	2.19	15593.94	12490.85
Total Revenue		336583.18	314126.06
EXPENSES			
Cost of Materials Consumed	2.20	51131.22	49327.27
Purchases of Traded Goods	2.21	124.42	140.08
(Increase)/ Decrease in Inventories of Finished Goods,			
Work-In-Progress and Traded Goods	2.22	(3998.88)	3915.75
Employee Benefits Expense	2.23	22547.51	22157.56
Finance Costs	2.24	7837.26	8559.44
Other Expenses	2.25	221023.29	200446.34
		298664.82	284546.44
Profit before Tax, Depreciation and Amortisation		37918.36	29579.62
Depreciation and Amortisation Expense	2.26	15345.97	13258.27
Profit before Tax & Exceptional Items		22572.39	16321.35
Exceptional Items	2.27	1284.47	1093.19
Profit before tax		21287.92	15228.16
Tax Expense :	2.28		
Current Tax		2933.14	—
Deferred Tax		1316.30	2252.14
Income Tax for earlier years		(505.53)	—
Profit for the year		17544.01	12976.02
Earnings Per Share (Nominal value ₹ 10 /-) (in Rupees)			
Weighted Average Number of Ordinary Shares outstanding during the year		77005347	77005347
Basic and Diluted earnings per share (in Rupees)		22.78	16.85

Significant Accounting Policies **1**
The Notes are an integral part of the Financial Statements

As per our Report annexed.

For **H. P. KHANDELWAL & CO.**
Chartered Accountants
Firm Registration No. 302050E

ADITYA SARAOGI
Chief Financial Officer

HARSH V. LODHA
Chairman

RAJIV SINGHI
Partner
Membership No. 053518
1B, Old Post Office Street,
Kolkata-700 001.
The 7th day of May, 2015

GIRISH SHARMA
Sr. Vice President (Indirect Taxes)
& Company Secretary

B. R. NAHAR
Managing Director

CASH FLOW STATEMENT for the year ended 31st March, 2015

(₹ in lacs)

	For the year ended 31st March, 2015	For the year ended 31st March, 2014
Cash Flow from Operating Activities:		
Profit after Exceptional Items & before Tax	21,287.92	15,228.16
Adjustments for :		
Depreciation & Amortisation	15,345.97	13,258.27
Investing Activities (Net)	(14,628.61)	(11,209.12)
Provision for doubtful debts	195.83	441.95
Loss on sale/ discard of Fixed Assets (Net)	64.10	88.24
Excess Liabilities and unclaimed balances written back (Net)	(662.32)	(2,268.07)
Excess Depreciation written back	(41.02)	(87.07)
Foreign Exchange Fluctuations	3,015.06	3,462.30
Finance Costs	9,121.73	8,559.44
Operating Profit before Working Capital changes	33,698.66	27,474.10
Adjustments for :		
(Inc)/ Dec in Trade Receivables	(1,537.19)	(416.80)
(Inc)/ Dec in Inventories	(3,700.32)	5,503.35
(Inc)/ Dec in Loans and Advances & Other Assets	(7,291.69)	(628.63)
Inc/ (Dec) in Trade Payables & Other Liability	10,478.19	8,689.62
Inc/ (Dec) in Provisions	764.39	(391.82)
Cash generated from operations	32,412.04	40,229.82
Direct Taxes Paid	(4,568.03)	(4,012.20)
Net Cash from Operating Activities	27,844.01	36,217.62
Cash Flow from Investing Activities:		
Purchase of Tangible & Intangible Assets including CWIP/ Capital Advances	(21,699.13)	(16,433.79)
Sale of Tangible Assets	688.67	362.78
(Purchase)/Sale of Investments (Net)	9,295.66	(2,587.65)
(Inc)/ Dec in Other Bank Balances	4,010.44	(21,401.06)
(Inc)/ Dec in Advances to Related Parties	(0.69)	(6.39)
Interest received	6,563.53	5,120.83
Dividend received	386.49	572.23
Net Cash used in Investing Activities	(755.03)	(34,373.05)
Cash Flow from Financing Activities :		
Proceeds from Long-Term Borrowings	21,725.09	50,312.22
Repayments of Long-Term Borrowings	(32,081.18)	(26,478.58)
(Repayments)/Proceeds from Short-Term Borrowings	(2,248.87)	(11,448.01)
Interest Paid	(8,499.25)	(9,333.01)
Dividend Paid	(4,620.32)	(3,464.08)
Corporate Dividend tax paid	(785.22)	(588.92)
Net Cash used in Financing Activities	(26,509.75)	(1,000.38)
Net Increase in Cash and Cash Equivalents	579.23	844.19
Cash and Cash Equivalents (Opening Balance)	6,496.37	5,652.18
Cash and Cash Equivalents (Closing Balance)	7,075.60	6,496.37

Notes :

- Above statement has been prepared in indirect method.
- Figures for the previous year have been re-grouped wherever considered necessary.
- Direct Taxes paid are treated as arising from operating activities and are not bifurcated between investing and financing activities

As per our Report annexed.

For **H. P. KHANDELWAL & CO.**
Chartered Accountants
Firm Registration No. 302050E

ADITYA SARAOGI
Chief Financial Officer

HARSH V. LODHA
Chairman

RAJIV SINGHI

Partner

Membership No. 053518
1B, Old Post Office Street,
Kolkata-700 001.
The 7th day of May, 2015

GIRISH SHARMA
Sr. Vice President (Indirect Taxes)
& Company Secretary

B. R. NAHAR
Managing Director

NOTES TO FINANCIAL STATEMENTS for the year ended 31st March, 2015

(₹ in lacs)

1. Significant Accounting Policies

1.1 Basis of Accounting

The financial statements are prepared under the historical cost convention, except stated otherwise, on an accrual basis and in accordance with the generally accepted accounting principles in India, the applicable mandatory Accounting Standards as prescribed under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014.

The financial statements have been prepared and presented as per the requirement of Schedule III as notified under Companies Act 2013.

1.2 Use of Estimates

The preparation of financial statements require judgements, estimates and assumptions to be made that affect the reported amount of assets and liabilities including contingent liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between actual results and estimates are recognized in the period in which the results are known/materialised.

1.3 Fixed Assets

Tangible Fixed Assets

- a) Fixed Assets, other than those which have been revalued, are stated at their original cost which includes expenditure incurred in the acquisition and construction/installation and other related expenses. In respect of qualifying assets as defined by Accounting Standard 16, related pre-operational expenses including borrowing cost are also capitalised and included in the cost. Claims in respect of capital assets are adjusted as and when settled.
- b) From accounting period commencing on or after 1st April, 2011, the company adjusts exchange differences arising on translation/settlement of long term foreign currency monetary items pertaining to the acquisition of a depreciable asset to the cost of the asset and depreciates the same over the remaining life of the asset.
- c) Revalued assets are stated at the values determined on revaluation.
- d) Assets acquired under finance lease are recognised at lower of fair value or present value of minimum lease payments.

Intangible Fixed Assets

Intangible assets are stated at cost on initial recognition, after which the same are stated at cost less accumulated amortisation and accumulated impairment loss, if any.

1.4 Depreciation and Amortisation

- a) Depreciation on tangible fixed assets is provided on straight-line method at the rates determined based on the useful lives of respective assets as prescribed in the Schedule II of the Companies Act, 2013.
- b) In case the cost of part of a tangible asset is significant to the total cost of the assets and useful lives of that part is different from the remaining useful lives of the asset, depreciation has been provided on straight line method based on internal assessment and independent technical evaluation carried out by external valuers which the management believes that the useful lives of the component best represent the period over which the management expects to use those components.
- c) Depreciation for assets purchased / sold during the year is proportionately charged.
- d) Leasehold land is amortised over the period of lease.
- e) On amount added on revaluation, depreciation is provided on straight-line method at the rates determined based on the useful lives of respective assets as prescribed in the Schedule II of the Companies Act.
- f) Depreciation on assets built on leasehold land, which is transferable to the lessor on expiry of lease period, is amortised over the period of lease.
- g) Intangible assets are amortised over a period of three years. The amortization period and the amortization method are reviewed atleast at the end of each financial year. If the expected useful life of the assets is significantly different from previous estimates, the amortisation period is changed accordingly.

(₹ in lacs)

1.5 Capital Work-in-Progress and Intangible assets under Development

- a) Capital Work-in-Progress is stated at cost which includes expenses incurred during construction period, interest on amount borrowed for acquisition of qualifying assets and other expenses incurred in connection with project implementation in so far as such expenses relate to the period prior to the commencement of commercial production.
- b) Intangible assets under development is stated at cost which includes expenses incurred in connection with development of Intangible Assets in so far as such expenses relate to the period prior to the getting the assets ready for use.

1.6 Investments

- a) Investments, which are readily realisable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments. The portion of long term investments expected to be realised within twelve months after the reporting date are disclosed under current investments as per the requirement of Schedule III of Companies Act, 2013.
- b) On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees & duties.
- c) Long-Term Investments are stated at cost. Provision for diminution is made if the decline in value, in the opinion of the management, is other than temporary.
- d) Current Investments, other than the portion of long term investments disclosed under current investments, are stated at lower of cost or fair value.

1.7 Inventories

Inventories are valued at Cost or Net Realisable Value, whichever is lower. Cost comprise all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition and is determined on weighted average basis. Net Realisable Value is the estimated selling price in the ordinary course of business less estimated cost of completion and the estimated cost necessary to make the sale. However materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost.

1.8 Employee Benefits

- a) Employee benefits of short term nature are recognized as expense as and when it accrues.
- b) Employee benefits of long term nature are recognized as expense based on actuarial valuation using projected unit credit method.
- c) Post employment benefits in the nature of Defined Contribution Plans are recognized as expense as and when it accrues and that in the nature of Defined Benefit Plans are recognized as expenses based on actuarial valuation using projected unit credit method.
- d) Actuarial gains and losses are recognized immediately in the Statement of Profit & Loss as income or expense.
- e) Expenditure incurred on Voluntary Retirement Scheme is charged to the Statement of Profit & Loss immediately.

1.9 Foreign Currency Transactions and Derivatives

- a) Transactions in foreign currency are recorded at the rate of exchange prevailing on the date of transaction. Year-end balance of foreign currency transactions is translated at the year-end rates.
- b) The company has opted to avail the option provided under paragraph 46A of Accounting Standard-11 i.e The Effects of Changes in Foreign Exchange Rates inserted vide Notification dated December 29, 2011. Consequently, exchange differences arising on settlement of long-term monetary items or on period end reporting of long term monetary items at rates different from those at which they were initially recorded during the period or reported in previous financial statements in so far as they relate to the acquisition of the depreciable capital asset, are added to/ deducted from the cost of the asset and depreciated over the balance useful life of the the asset, and in other cases, accumulated in "Foreign Currency Monetary Item Translation Difference Account" and amortized over the balance period of such long term asset or liability.
- c) All other exchange differences are recognized as income or expense in the period in which they arise.

(₹ in lacs)

- d) In respect of transactions covered by Forward/Future Contracts (except against firm commitments and highly probable forecast transactions), the premium or discount arising at the inception of Forward/Future Contracts entered into to hedge an existing asset/liability, is amortised over the life of the contract. Exchange differences on such contracts between rate at the inception of such contracts and rate on the reporting date are recognised as income or expense for the period.
- e) Outstanding Forward/Future contracts against firm commitments and highly probable forecast transactions and derivative contracts, other than those stated above, are marked to market and the resulting loss, if any, is charged to the Statement of Profit & Loss. Gain, if any, on such marking to market is not recognised as a prudent accounting policy.

1.10 Recognition of Revenue and Expenses

- a) All revenue and expenses are accounted for on accrual basis except as otherwise stated.
- b) Gross Sales are inclusive of excise duty and net of returns, claims and discount etc.
- c) Export benefit entitlements to the Company under the EXIM/Foreign Trade Policy is recognised in the year of exports on accrual basis.
- d) Sale of Certified Emission Reductions (CERs) is recognized as income on the delivery of the CERs to the buyer's account as evidenced by the receipt of confirmation of execution of delivery instructions.

1.11 Taxation

Provision for Current Income Tax is made in accordance with the Income Tax Act, 1961. The deferred tax charge or credit is recognised using substantively enacted tax rates subject to consideration of prudence on timing differences between book and tax profits. Deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. Tax credit for Minimum Alternate Tax (MAT) is recognised when there is convincing evidence of payment of normal income tax during the specified period.

1.12 Government Grants

Grants received from Government agencies against specific fixed assets are adjusted to the cost of the assets and capital grants for Project Capital Subsidy are credited to Capital Reserve. Revenue Grants are recognised as Other Operative Revenue or reduced from respective expenses.

1.13 Impairment

An asset is treated as impaired when the carrying cost of the asset exceeds its recoverable value being higher of value in use and net selling price. Value in use is computed at net present value of cash flow expected over the balance useful lives of the assets. An impairment loss is recognised as an expense in the Statement of Profit & Loss in the year in which an asset is identified as impaired. The impairment loss recognised in earlier accounting period is reversed if there has been an improvement in recoverable amount.

1.14 Borrowing Costs

General and specific borrowing costs attributable to the acquisition, construction or installation of qualifying capital assets till the date of commencement of commercial use of the assets are capitalised. Other borrowing costs are recognised as an expense in the period in which they are incurred.

1.15 Provisions

Provisions are recognised where reliable estimate can be made for probable outflow of resources to settle the present obligation as a result of past event and the same is reviewed at each Balance Sheet date. Provisions (excluding retirement benefits) are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date.

1.16 Contingent Liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

2. Notes to Financial Statements for the year ended 31st March, 2015

		(₹ in lacs)	
		As at 31st March, 2015	As at 31st March, 2014
2.1 : SHARE CAPITAL			
Authorised			
9,00,00,000	Ordinary Shares of ₹ 10/- each	9000.00	9000.00
10,00,000	Preference Shares of ₹ 100/- each	1000.00	1000.00
		<u>10000.00</u>	<u>10000.00</u>
Issued			
7,70,13,416	Ordinary Shares of ₹ 10/- each	<u>7701.34</u>	<u>7701.34</u>
Subscribed and Paid-up			
7,70,05,347	Ordinary Shares of ₹ 10/- each fully paid-up	7700.53	7700.53
	Add : Forfeited Ordinary Shares (Amount originally paid-up)	0.36	0.36
		<u>7700.89</u>	<u>7700.89</u>

- a) There has been no change/movements in number of shares outstanding at the beginning and at the end of the reporting period.
- b) The Company has only one class of issued shares i.e. Ordinary Shares having par value of ₹ 10/- per share. Each holder of Ordinary Shares is entitled to one vote per share and equal right for dividend. The dividend proposed by the Board of Directors is subject to the approval of shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the ordinary shareholders are eligible to receive the remaining assets of the Company after payment of all preferential amounts, in proportion to their shareholding.
- c) The Company does not have any Holding Company/ultimate Holding Company.
- d) Details of shareholders holding more than 5% shares in the Company :

Ordinary Shares of ₹ 10/- each fully paid	As at 31st March, 2015		As at 31st March, 2014	
	No. of Shares	% Holding	No. of Shares	% Holding
Hindustan Medical Institution	71,59,460	9.30	71,59,460	9.30
Vindhya Telelinks Limited	63,80,243	8.29	63,80,243	8.29
August Agents Limited	60,15,912	7.81	60,15,912	7.81
Insilco Agents Limited	60,04,080	7.80	60,04,080	7.80
Laneseda Agents Limited	59,94,680	7.78	59,94,680	7.78
The Punjab Produce & Trading Co. (P) Limited	45,20,572	5.87	45,20,572	5.87
Life Insurance Corporation of India	39,48,117	5.13	39,48,117	5.13

- e) No Ordinary Shares have been reserved for issue under options and contracts/commitments for the sale of shares/disinvestment as at the Balance Sheet date.
- f) No shares have been allotted or bought back by the Company during the period of 5 years preceding the date as at which the Balance Sheet is prepared.
- g) No securities convertible into Equity/Preference shares have been issued by the Company during the year.
- h) No calls are unpaid by any Director or Officer of the Company during the year.

(₹ in lacs)

2.2 : RESERVES AND SURPLUS

Capital Reserve

Surplus on Amalgamation

As per last Financial Statements	105.08	105.08
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Others

As per last Financial Statements	198.74	198.74
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Debenture Redemption Reserve

As per last Financial Statements	7925.00	6275.00
Add : Transferred from Surplus	1150.00	1650.00
Less : Transfer to General Reserve on redemption of Debentures	2500.00	—
	6575.00	7925.00

Revaluation Reserve

As per last Financial Statements	733.46	735.50
Less : Adjustments in respect of sales/discard of Fixed Assets	13.12	—
	720.34	735.50

Less : Transfer to the Statement of Profit and Loss being difference
of depreciation on revalued cost of assets and on the original cost

—	2.04
720.34	733.46

General Reserve

As per last Financial Statements	216300.00	215000.00
Add : Transferred from Debenture Redemption Reserve	2500.00	—
Less : Adjustment due to transitional provision of Schedule II of Cos Act, 2013 (Net of Deferred Tax Assets of ₹ 443.93)	894.83	—
Add : Transferred from Surplus	10,000.00	1300.00
	227905.17	216300.00

Foreign Currency Monetary Item Translation Difference Account

As per last Financial Statements	33.24	—
Add : Exchange Gain / (Loss) during the year	(1,712.64)	(2,579.14)
Less : Amortisation during the year (See Note No. 2.25 & 2.27)	441.21	2,612.38
	(1238.19)	33.24

Surplus

As per last Financial Statements	19611.24	14990.76
Add : Profit for the year	17544.01	12976.02
	37155.25	27966.78

Less : Appropriations

Debenture Redemption Reserve	1150.00	1650.00
Proposed Final Dividend	4,620.32	4620.32
Corporate Dividend Tax on Proposed Final Dividend	940.59	785.22
General Reserve	10,000.00	1300.00
	16710.91	8355.54

Net Surplus

20444.34	19611.24
254710.48	244906.76

2.3 : LONG-TERM BORROWINGS	(₹ in lacs)			
	Non-current portion		Current Maturities	
	As at 31st March, 2015	As at 31st March, 2014	As at 31st March, 2015	As at 31st March, 2014
Non-Convertible Debentures (NCD)				
(Face Value of ₹10,00,000/- each) (Secured)				
1300 (Previous Year 1300) 9.05% NCD 2020	13000.00	13000.00	—	—
1500 (Previous Year 1500) 9.10% NCD 2020	15000.00	15000.00	—	—
1200 (Previous Year 1200) 8.80% NCD 2017	12000.00	12000.00	—	—
Nil (Previous Year 1000) 8.65% NCD 2015	—	—	—	10000.00
	<u>40000.00</u>	<u>40000.00</u>	<u>—</u>	<u>10000.00</u>
Term Loans (Secured)				
Rupee Loans from Bank	400.00	—	—	—
Foreign Currency Loans from Banks	69778.17	51630.90	5956.88	22188.53
	<u>70178.17</u>	<u>51630.90</u>	<u>5956.88</u>	<u>22188.53</u>
Total Secured Borrowings	110178.17	91630.90	5956.88	32188.53
Amount disclosed under the head				
“Other Current Liability” (Note No. 2.9)	—	—	(5956.88)	(32188.53)
	<u>110178.17</u>	<u>91630.90</u>	<u>—</u>	<u>—</u>

a) Non-Convertible Debentures are redeemable fully at par as under :

- 9.05% NCD 2020 on 13th October, 2020;
- 9.10% NCD 2020 on 29th March, 2020;
- 8.80% NCD 2017 on 6th February, 2017;

The Debentures are secured by first charge on the movable and immovable fixed assets of the Company's Cement Division, ranking pari-passu with other term lenders except Rupee loan for Jute Division.

b) Rupee Loan from Bank are repayable as under:-

₹ 400.00 (P.Y. ₹ Nil) repayable in November, 2017.

The above loan is secured by hypothecation of plant and machineries purchased/to be purchased of the Company's Jute Division.

c) Foreign Currency Loans from Banks are repayable as under:-

- ₹ 6979.55 (P.Y. ₹ 7907.43) repayable in remaining eleven semi-annual instalments.

The above loan is secured by first charge on the movable and immovable fixed assets of the Company's Cement Units at Chanderia (Rajasthan), ranking pari-passu with Debenture holders and other term lenders except Rupee Loan for Jute Division.

- ₹ 43753.50 (P.Y. ₹ 20972.00) includes ₹ 4687.88 repayable in September, 2015, ₹ 4687.88 repayable in September, 2016, ₹ 7813.12 repayable in September, 2017, ₹ 10938.37 repayable in September, 2018 and ₹ 15626.25 repayable in September, 2019.
- ₹ 15626.25 (P.Y. ₹ 14980.00) includes ₹ 4687.87 repayable in July/August, 2016 and ₹ 10938.38 repayable in December, 2016/January, 2017.
- ₹ 9375.75 (P.Y. ₹ 8988.00) includes ₹ 1250.10 repayable in March, 2018, ₹ 2500.20 repayable in June, 2018, ₹ 1875.15 repayable in September, 2018 and ₹ 3750.30 repayable in December, 2018.

The above loans are secured/are to be secured by first charge on the movable and immovable fixed assets of the Company's Cement Division, ranking pari-passu with Debenture holders and other term lenders except Rupee Loan for Jute Division.

(₹ in lacs)

	<u>As at 31st March, 2015</u>	<u>As at 31st March, 2014</u>
2.4 : DEFERRED TAX LIABILITIES (NET)		
Deferred Tax Liabilities		
Arising on account of :		
Depreciation	32589.59	30435.81
Less : Deferred Tax Assets		
Arising on account of :		
Section 43B of Income-Tax Act	6951.90	5019.86
Others	<u>1,343.94</u>	<u>1994.57</u>
Deferred Tax Liabilities (Net)	<u>24293.75</u>	<u>23421.38</u>

During the year the Company has recognised Deferred Tax Assets of ₹ 336.16 (Previous Year ₹ 226.60) on long term capital loss to the extent there is a certainty of reversal of the same in due course.

2.5 : OTHER LONG TERM LIABILITIES

Other Liabilities

Liabilities under Litigation	38968.66	32895.95
Less : Paid under protest	<u>19913.03</u>	<u>17085.92</u>
Trade and Security Deposits	15766.13	12557.09
Other Payables	<u>495.54</u>	<u>495.14</u>
	<u>35317.30</u>	<u>28862.26</u>
	<u>35317.30</u>	<u>28862.26</u>

2.6 : PROVISIONS

	Long-term		Short-term	
	<u>As at 31st March, 2015</u>	<u>As at 31st March, 2014</u>	<u>As at 31st March, 2015</u>	<u>As at 31st March, 2014</u>
Provision for Employee Benefits	<u>2324.51</u>	<u>1908.63</u>	<u>1808.96</u>	<u>1460.43</u>
Other Provisions				
Provisions for Taxation (Net of Payments)	792.55	805.81	—	—
Proposed Dividend	—	—	4620.32	4620.32
Corporate Dividend Tax	—	—	940.59	785.22
	<u>792.55</u>	<u>805.81</u>	<u>5560.91</u>	<u>5405.54</u>
	<u>3117.06</u>	<u>2714.46</u>	<u>7369.87</u>	<u>6865.97</u>

(₹ in lacs)

As at 31st March, 2015

As at 31st March, 2014

2.7 : SHORT-TERM BORROWINGS

Working Capital Borrowings

From Banks

Rupee Loans (Secured)	1770.36	3661.98
Buyers' Credit and Packing Credit in Foreign Currency (Secured)	795.56	—
Buyers' Credit and Packing Credit in Foreign Currency (Unsecured)	4353.11	1344.65

From Others

Collateralised Borrowing and Lending Obligation (Secured)	6500.00	6500.00
	<u>13419.03</u>	<u>11506.63</u>

Deposits

Staff and Other Deposits (Unsecured)	<u>—</u>	<u>838.24</u>
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Other Loans & Advances

From Banks

Buyers' Credit in Foreign Currency (Secured)	—	1311.37
Buyers' Credit in Foreign Currency (Unsecured)	663.71	2654.25
	<u>663.71</u>	<u>3965.62</u>
	<u>14082.74</u>	<u>16310.49</u>

The above amount includes

Secured Borrowings	9065.92	11473.35
Unsecured Borrowings	5016.82	4837.14
	<u>14082.74</u>	<u>16310.49</u>

- i) Working Capital Rupee Loans of ₹ 1770.36 (P.Y. ₹ 1882.36) from banks are secured by hypothecation of Current Assets, viz, Raw Materials, Stock-in-Trade, Consumable Stores and Book Debts, both present & future, and further by way of second charge on movable and immovable fixed assets of the Company's Cement Division.
- ii) Buyers Credit & Packing Credit in Foreign Currency of ₹ 795.56 (P.Y. ₹ 1311.37) is secured against lien on certain Units of Mutual Funds.
- iii) Collateralised Borrowing and Lending Obligation is secured by deposit of certain Government Securities.

2.8 : TRADE PAYABLES

For Goods and Services	18808.55	15474.23
	<u>18808.55</u>	<u>15474.23</u>

2.9 : OTHER CURRENT LIABILITIES

Current maturities of Long Term Debt (See Note No. 2.3)	5956.88	32188.53
Interest accrued but not due on Borrowings	772.57	1001.73
Interest accrued and due on Borrowings	3.48	—
Unpaid and unclaimed dividends	129.92	121.58
Statutory Dues	2956.53	2787.41
Employees related Liabilities	935.99	1285.61
Amount payable for Capital Goods	2476.67	2357.13
Trade and Security Deposits	15.65	27.91
Advances Received from Customers	6120.52	5969.80
Other Payables (include rebates and discounts)	4179.22	4228.57
	<u>23547.43</u>	<u>49968.27</u>

(₹ in lacs)

2.10 : FIXED ASSETS

Description	GROSS BLOCK					DEPRECIATION				NET BLOCK	
	Cost/Value as at 31st March, 2014	Additions during the year	Deductions during the year	Other Adjustment	Cost/Value as at 31st March, 2015	Upto 31st March, 2014	Provided during the year	Deductions/ Adjustments during the year	Upto 31st March, 2015	As at 31st March, 2015	As at 31st March, 2014
Tangible Assets :											
Land											
Leasehold	2539.87	–	0.00	–	2539.87	1981.47	70.99	0.00	2052.46	487.41	558.40
Freehold	4863.00	2886.77	52.51	–	7697.26	–	–	0.00	0.00	7697.26	4863.00
Sub Total :	7402.87	2886.77	52.51	–	10237.13 (a)	1981.47	70.99	0.00	2052.46	8184.67	5421.40
Buildings	21478.33	2208.81	47.57	113.99	23753.56 (a)	8432.19	619.07	403.08	9454.34	14299.22	13046.14
Plant & Machinery	256222.55	14191.82	1550.91	2726.70	271590.16	92213.92	13596.58	(283.21)	105527.29	166062.87	164008.63
Furniture & Fittings	1292.11	126.58	3.91	–	1414.78	843.90	62.74	0.63	907.27	507.51	448.21
Vehicles	1922.02	267.57	93.76	–	2095.83	903.88	236.10	(80.74)	1059.24	1036.59	1018.14
Office Equipment	3212.24	242.34	87.52	3.01	3370.07	1744.98	494.88	187.80	2427.66	942.41	1467.26
Livestock	11.39	–	0.00	–	11.39	–	–	0.00	0.00	11.39	11.39
Railway Sidings	1371.60	354.34	–	45.60	1771.54	671.15	78.17	(0.15)	749.17	1022.37	700.45
Total :	292913.11	20278.23	1836.18	2889.30	314244.46	106791.49	15158.53	227.41	122177.43	192067.03	186121.62
Intangibles Assets :											
Computer Software	611.53	13.59	–	–	625.12	248.19	187.20	–	435.39	189.73	363.34
Total :	611.53	13.59	–	–	625.12	248.19	187.20	–	435.39	189.73	363.34
Grand Total :	293524.64	20291.82	1836.18	2889.30	314869.58	107039.68	15345.73	227.41	122612.82	192256.76	186484.96
Previous Year :	268030.36	23630.37	1331.93	3195.84	293524.64	94747.72	13259.94	(967.98)	107039.68	186484.96	

- (a) Includes ₹ 8.85 in Land and ₹ 915.26 in Building under co-ownership basis and also ₹ 0.15 being value of investments in Shares of a Private Ltd.Co.
- (b) Assets of the Cement Division were revalued during the year ended 31.03.85 and that of other units during the year ended 31.03.89 at 'net current value' on the basis of valuation report made by valuers and the amount added on such revaluation were ₹ 7376.84 and ₹ 2006.35 respectively.
- (c) Other adjustment includes adjustment on account of finance costs & foreign exchange differences pursuant to exercising option under paragraph 46A(1) of Accounting Standard-11 relating to "The Effects of Changes in Foreign Exchange Rates" as notified by the Ministry of Corporate Affairs on 29th December, 2011, ₹ 5036.22 remain unamortised as on 31st March, 2015.
- (d) Effective from 1st April, 2014 the company has charged depreciation based on the remaining useful life of the assets as per the requirement of Schedule II of the Companies Act, 2013. Due to above, depreciation charged for the year ended 31st March, 2015 is higher by ₹ 1578.87.
- (e) Deductions/ Adjustments under Depreciation includes ₹ 1343.56 adjusted with retained earnings related to assets whose remaining useful life was Nil as on 01/04/2014 based on transitional provision of Schedule II of Companies Act, 2013.

				(₹ in lacs)	
As at	As at	As at	As at	As at	As at
31st March, 2015	31st March, 2014	31st March, 2015	31st March, 2014	31st March, 2015	31st March, 2014
2.11 : NON-CURRENT INVESTMENTS					
Number of Shares / Securities / Bonds / Units					
		TRADE INVESTMENTS - LONG-TERM (Valued at cost unless otherwise stated)			
		FULLY PAID SHARES/SECURITIES/BONDS/UNITS (Face Value of ₹10/- each unless otherwise stated)			
		EQUITY SHARES IN SUBSIDIARY COMPANIES - UNQUOTED			
1,699	1,699	Birla Corporation Cement Mfg PLC (Face Value of Ethiopian Birr 1,000/- each) (Net of provision of ₹ 45.22 , Previous Year ₹ Nil)	-	45.22	
6,000	6,000	Birla Jute Supply Co. Ltd.	3.00	3.00	
58,80,400	58,80,400	Talavadi Cements Ltd.	588.04	588.04	
			591.04	636.26	
		OTHER INVESTMENTS - LONG-TERM (Valued at cost unless otherwise stated)			
		INVESTMENT PROPERTY (At cost less accumulated depreciation/dimuntion)			
-	-	Cost of Land & Building	51.06	51.06	
		Less : Accumulated depreciation/dimuntion	41.61	41.31	
		Net Block	9.45	9.75	
		EQUITY SHARES IN SUBSIDIARY COMPANIES - UNQUOTED			
50,000	50,000	Birla Cement (Assam) Ltd.	5.00	5.00	
40,00,000	40,00,000	Budge Budge Floor Coverings Ltd.	200.02	200.02	
10,00,700	10,00,700	Lok Cements Ltd.	100.57	100.57	
20,000	20,000	MP Birla Group Services Pvt. Ltd.	2.00	2.00	
			307.59	307.59	
		EQUITY SHARES IN ASSOCIATE COMPANIES - UNQUOTED			
4,910	4,910	Birla Odessa Industries Pvt. Ltd.	0.49	0.49	
5,000	5,000	Birla Readymix (P) Ltd.	0.50	0.50	
			0.99	0.99	
		EQUITY SHARES IN CO-OPERATIVE SOCIETIES - UNQUOTED			
250	250	Bally Jute Mills Employees Consumers' Co-operative Stores Ltd. (Net of provision of ₹ 0.03 , Previous Year ₹ 0.03)	-	-	
15	15	Gangangiri Park Co-Operative Society Housing Society Ltd.	0.01	0.01	
10	10	Twin Star Venus Co-Operative Society Housing Society Ltd.	0.01	0.01	
			0.02	0.02	
		EQUITY SHARES IN OTHER COMPANIES			
		QUOTED			
9,38,515	9,38,515	Birla Ericsson Optical Ltd.	469.18	469.18	
2,121	2,121	Birla Precision Technologies Ltd. (Face Value of ₹ 2/- each)	0.18	0.18	
18,07,660	18,07,660	Century Textiles & Industries Ltd.	940.94	940.94	
600	600	Hindustan Media Ventures Ltd.	0.03	0.03	
19,133	19,133	Rameshwara Jute Mills Ltd.	1.20	1.20	
4,68,000	4,68,000	Universal Cables Ltd.	106.66	106.66	
100	100	Vindhya Telelinks Ltd.	0.06	0.06	
6,362	6,362	Zenith Birla (I) Ltd. (Net of provision of ₹ 0.68 , Previous Year ₹ 0.68)	0.02	0.02	
			1518.27	1518.27	
		UNQUOTED			
24,000	24,000	Birla Buildings Ltd.	2.47	2.47	
50	50	Craig Jute Mills Ltd. (Face Value ₹ 3/- each) (Net of provision of ₹ *, Previous Year ₹ *)	-	-	
400	400	Eastern Economist Ltd.	0.40	0.40	
2250	2250	Elgin Mills Co. Ltd (Net of Provision of ₹ 0.14, Previous Year ₹ 0.14)	-	-	
600	600	Industry House Ltd.	0.40	0.40	
1	1	Lotus Court Ltd.	0.46	0.46	
52,000	52,000	Neosym Industry Ltd.	1.19	1.19	
520	520	Woodlands Multispeciality Hospital Ltd.	0.05	0.05	
			4.97	4.97	

(₹ in lacs)

As at 31st March, 2015	As at 31st March, 2014		As at 31st March, 2015	As at 31st March, 2014
2.11 : NON-CURRENT INVESTMENTS (Contd.)				
Number of Shares / Securities / Bonds / Units				
		INVESTMENT IN PREFERENCE SHARES - UNQUOTED		
100	100	Elgin Mills Co. Ltd. (Net of provision of ₹ 0.01 , Previous Year ₹ 0.01)	-	-
		INVESTMENT IN GOVERNMENT SECURITIES - QUOTED		
		(Face Value of ₹ 100/- each)		
25,00,000	25,00,000	8.33% GOI 2036 ^[a]	2718.75	2718.75
5,00,000	5,00,000	7.35% GOI 2024 ^[a]	497.80	497.80
10,00,000	10,00,000	7.80% GOI 2021 ^[a]	933.40	933.40
10,00,000	10,00,000	7.94% GOI 2021 ^[a]	1047.50	1047.50
1,00,000	1,00,000	6.90% GOI 2019 ^[a]	99.83	99.83
40,00,000	40,00,000	6.05% GOI 2019 ^[a]	3791.15	3791.15
			9088.43	9088.43
		UNQUOTED		
		National Savings Certificate ^[b] (Face Value of ₹ 7500/-)	0.08	0.08
			0.08	0.08
		INVESTMENT IN BONDS - QUOTED		
		(Face Value of ₹ 10,00,000/- each unless otherwise stated)		
63	63	9.70% IFCI Ltd. 2030	630.00	630.00
1,000	1,000	8.16% Power Finance Corporation Ltd. 2026 (Face Value of ₹ 1,00,000/- each)	1000.00	1000.00
13	13	9.55% IFCI Ltd. 2025	130.00	130.00
21,751	21,751	8.00% Indian Railways Finance Corporation Ltd. 2022 (Face Value of ₹ 1,000/- each)	217.51	217.51
24,724	24,724	8.20% National Highways Authority of India 2022 (Face Value of ₹ 1,000/- each)	247.24	247.24
52,120	52,120	0.00% NABARD Bhavishya Nirman Bond 2019 (Face Value of ₹ 20,000/- each)	5080.08	5080.08
50	50	11.00% IDBI Bank Ltd. 2018	552.10	552.10
50	50	11.00% Power Finance Corporation Ltd. 2018	569.70	569.70
275	275	6.30% Indian Railway Finance Corporation Ltd. 2017 (Face Value of ₹ 1,00,000/- each)	262.35	262.35
50	50	8.85% Canara Bank 2016	505.50	505.50
50	50	8.90% Konkan Railway Corporation Ltd. 2016	505.25	505.25
-	500	8.70% Power Finance Corporation Ltd. 2015	-	5088.77
-	180	8.15% IDFC Ltd. 2015	-	1797.09
			9699.73	16585.59
		INVESTMENT IN MUTUAL FUNDS - QUOTED		
-	62,50,000	Reliance Fixed Horizon Fund XXII Series 34 Days Growth	-	625.00
60,99,999	-	ICICI Prudential Fixed Maturity Plan Series 70-372 Days Plan L Direct Plan - Growth	610.00	-
			610.00	625.00

				(₹ in lacs)	
As at	As at		As at	As at	
31st March, 2015	31st March, 2014		31st March, 2015	31st March, 2014	
2.11 : NON-CURRENT INVESTMENTS (Contd.)					
Number of Shares / Securities / Bonds / Units					
		UNQUOTED			
7,200	7,200	UTI Master Share Unit Scheme-Dividend Plan-Payout	0.60	0.60	
1,52,75,105	–	HDFC Medium Term Opportunities Fund Direct Plan - Growth	2000.00	–	
1,50,58,045	–	HDFC Short Term Opportunities Fund Direct Plan - Growth	2000.19	–	
1,21,40,243	–	IDFC Super Saver Income Fund Medium Term Direct Plan - Growth	2500.00	–	
1,17,47,209	–	IDFC Super Saver Income Fund Short Term Direct Plan - Growth	3000.00	–	
17,73,186	–	JM Short Term Fund Institutional Plan - Growth	300.00	–	
4,05,03,429	–	L & T Short Term Opportunities Direct Plan - Growth	4622.60	–	
–	1,76,04,728	HDFC Floating Rate Income Fund Long Term Direct Plan - Growth	–	3925.00	
–	1,77,85,703	ICICI Pru Banking and PSU Debt Fund Direct Plan - Growth	–	2500.00	
			14423.39	6425.60	
		TOTAL NON-CURRENT INVESTMENTS	36253.96	35202.55	
		Aggregate Book Value of Quoted Non-Current Investments	20916.43	27817.29	
		Aggregate Book Value of Unquoted Non-Current Investments	15337.53	7385.26	
			36253.96	35202.55	
		Aggregate Market Value of Quoted Non Current Investments	34256.68	33903.86	
		Aggregate provision made for diminution in value of Non-Current Investments	46.08	0.86	

* Amount is below the rounding off norms adopted by the company.

- Deposited against Collateralized Borrowings and Lending Obligations except 1,000 Bonds of 6.05% GOI 2019 and 1,00,000 Bonds of 7.80% GOI 2021.
- Deposited with Government Department as Security.
- Portion of Long-Term Investments, as defined by Accounting Standard - 13 'Accounting for Investments', which are expected to be realised within twelve months from the Balance Sheet date are disclosed under the head 'Current portion of Long-Term Investments' (See Note No. 2.14).

(₹ in lacs)

2.12 : LOANS AND ADVANCES

	Long-term		Short-term	
	As at 31st March, 2015	As at 31st March, 2014	As at 31st March, 2014	As at 31st March, 2014
Capital Advances				
Secured, considered good	212.53	322.29	—	—
Unsecured, considered good	1064.76	1828.77	—	—
	1277.29	2151.06	—	—
Security Deposits				
Unsecured, considered good	3055.84	2818.63	41.66	52.23
Loans and Advances to Related Parties				
Unsecured, Considered good	222.70	218.24	—	—
Unsecured, Considered doubtful	—	—	4.09	3.77
	222.70	218.24	4.09	3.77
Provision for doubtful advance	—	—	4.09	—
	222.70	218.24	—	3.77
Other Loans and Advances (Unsecured, considered good)				
Advance Tax and TDS (Net of provisions)	4875.28	4239.92	—	—
MAT Credit Entitlement	9189.57	7697.77	—	—
Advance against supply of Goods and Services	—	—	5921.88	3748.20
Prepaid Expenses	19.67	78.56	306.73	237.80
Advance to Employees	31.09	34.68	165.20	134.13
Balances with Government & Statutory Authorities	20.95	42.76	3831.14	3810.35
Other Deposits and Advances	3731.36	3053.74	101.71	68.91
	17867.92	15147.43	10326.66	7999.39
Other Loans and Advances (Considered doubtful)				
Other Deposits and Advances (Considered doubtful)	152.03	152.03	12.85	—
Less : Provision	152.03	152.03	12.85	—
	—	—	—	—
	22423.75	20335.36	10368.32	8055.39

	Balance		Maximum Outstanding	
	As at March 31, 2015	As at March 31, 2014	For the year ended March 31, 2015	For the year ended March 31, 2014
Loans and Advances to Related Parties include :				
(i) Lok Cements Limited, Subsidiary ^(a)	222.70	218.24	222.70	218.24
(ii) Birla Corporation Cement Manufacturing PLC, Subsidiary ^(b)	—	3.77	4.13	3.77
(iii) Talavadi Cements Limited, Subsidiary	—	—	33.44	409.54
(iv) Birla Jute Supply Company Limited, Subsidiary	—	—	0.01	—
(v) Budge Budge Floorcoverings Limited, Subsidiary	—	—	0.04	—
(vi) M P Birla Group Services Private Limited, Subsidiary	—	—	0.01	—
(vii) Birla Odessa Industries Private Limited, Associates	—	—	0.02	0.16
(viii) Birla Readymix Private Limited, Associates	—	—	2.00	0.16
(ix) Birla Cement (Assam) Limited	—	—	0.01	—

^(a) Advance given for implementation of Project.

^(b) Net of Provision for doubtful advance.

	Non-Current		Current	
	As at March 31, 2015	As at March 31, 2014	As at March 31, 2015	As at March 31, 2014
2.13 : OTHER ASSETS				
Fixed Deposits maturing after 12 months from Balance Sheet date ^[1]	73.90	64.28	—	—
Interest accrued on Deposits	11.98	12.63	1411.96	1928.47
Interest accrued on Investments	2145.91	1992.64	1337.58	981.01
Unamortised Ancillary Finance Costs	627.56	879.65	253.12	255.88
Incentive and Subsidy Receivable	143.65	143.65	12025.61	9718.76
Less : Provision	143.65	143.65	—	—
Asset held for disposal	—	—	128.24	143.44
Others	59.91	68.67	1252.76	289.04
Less : Provision	11.48	11.37	—	—
	2907.78	3006.50	16409.27	13316.60

^[1] Include ₹ 73.90 (Previous Year ₹ 64.28) marked lien in favour of Government Authorities.

(₹ in lacs)

As at
31st March, 2015

As at
31st March, 2014

As at
31st March, 2015

As at
31st March, 2014

2.14 : CURRENT INVESTMENTS

Number of Shares / Securities /
Bonds / Units

CURRENT INVESTMENTS

(Valued at cost unless otherwise stated)

FULLY PAID SHARES / SECURITIES / BONDS / UNITS

(Face Value of ₹ 10/- each unless otherwise stated)

CURRENT PORTION OF LONG-TERM INVESTMENTS

AS PER ACCOUNTING STANDARD (AS)-13 [a]

INVESTMENT IN BONDS - QUOTED

(Face Value of ₹ 10,00,000/- each unless otherwise stated)

-	250	8.40% ONGC Videsh Ltd. 2014	-	2480.03
500	-	8.70% Power Finance Corporation Ltd. 2015	5088.77	-
180	-	8.15% IDFC Ltd. 2015	1797.09	-
			6885.86	2480.03

INVESTMENTS IN MUTUAL FUNDS

QUOTED

62,50,000	-	Reliance Fixed Horizon Fund XXII Series 34 - Growth [b]	625.00	-
51,54,220	60,00,000	Reliance Fixed Horizon Fund XXII Series 29 - Growth [b]	515.42	600.00
1,50,00,000	1,50,00,000	Reliance Fixed Horizon Fund XXII Series 26 - Growth [b]	1500.00	1500.00
1,67,89,651	2,00,00,000	Reliance Fixed Horizon Fund XXII Series 21 - Growth [b]	1678.97	2000.00
1,50,00,000	1,50,00,000	IDFC Fixed Tem Plan Series 2 - Growth [b]	1500.00	1500.00
1,00,00,000	-	ICICI Pru Fixed Maturity Plan Series 74-370 Days Plan S Direct Plan Cumulative	1000.00	-
2,00,00,000	-	Religare Invesco Fixed Maturity Plan-Series 23-Plan N (367 Days)-Direct Plan - Growth	2000.00	-
2,76,40,684	-	Reliance Interval Fund Series 8-Direct Plan - Growth	3000.00	-
50,00,000	-	ICICI Pru Fixed Maturity Plan Series 74-369 Days Plan L .Direct Plan Cumulative	500.00	-
50,00,000	-	Reliance Fixed Horizon Fund-XXVI Series 25 -Direct Plan - Growth	500.00	-
50,00,000	-	ICICI Pru Fixed Maturity Plan Series 74-367 Days Plan N Direct Plan Cumulative	500.00	-
-	3,00,00,000	Reliance Fixed Horizon Fund -XXVI Series 6 Direct Plan	-	3000.00
-	3,50,00,000	HDFC Fixed Maturity Plan 366D March 2014(2) Series 31 Regular - Growth	-	3500.00
-	1,99,99,990	Sundaram Fixed Maturity Plan FJ - 365 days Regular- Growth	-	2000.00
-	1,32,69,990	DSP Blackrock Fixed Maturity Plan Series 151 12 M Regular Plan - Growth	-	1327.00
-	2,00,00,000	UTI Fixed Term Income Fund Series XVII XX (369) Days Direct Plan - Growth	-	2000.00
-	1,50,00,000	DWS Fixed Maturity Plan Series 55 Direct Plan - Growth	-	1500.00
-	2,00,00,000	HDFC Fixed Maturity Plan 369D March 2014 (2) Series 29 Regular - Growth	-	2000.00
-	2,00,00,000	ICICI Pru Fixed Maturity Plan Series 73 369 Days Plan H Direct Plan - Growth	-	2000.00
-	1,50,00,000	Tata Fixed Maturity Plan Series 46 Secheme S Direct Plan - Growth	-	1500.00
-	1,82,70,847	Reliance Yearly Interval Fund Series 4 Direct Plan - Growth	-	2000.00
-	80,00,000	Reliance Interval Fund II Series I Direct Plan - Growth	-	800.00
-	3,99,99,999	ICICI Pru Fixed Maturity Plan Series 70 372 Days Plan L Direct Plan - Growth	-	4000.00
-	50,00,000	IDBI Fixed Maturity Plan - Series III - 366 Days M Direct Plan - Growth	-	500.00
-	30,00,000	UTI Fixed Term Income Fund Series XVI VII (366 Days) Direct Plan - Growth	-	300.00
-	1,50,00,000	Kotak Fixed Maturity Plan Series 99 Direct Plan - Growth	-	1500.00
-	1,50,00,000	DSP Blackrock Fixed Maturity Plan Series 103 - 12M Direct Plan - Growth	-	1500.00
-	1,00,00,000	UTI Fixed Term Income Fund Series XIII IV (546 Days) Direct Plan - Growth	-	1000.00
-	50,00,000	HDFC Fixed Maturity Plan 566D December 2012 (1) Growth Series 24	-	500.00
-	75,00,000	UTI Fixed Term Income Fund Series XIII III (549 Days) - Growth	-	750.00
-	80,00,000	Reliance Fixed Horizon Fund XXII Series 33 - Growth	-	800.00
-	2,00,00,000	L&T Fixed Maturity Plan VII January 507D A Direct Plan - Growth	-	2000.00

(₹ in lacs)

As at 31st March, 2015	As at 31st March, 2014		As at 31st March, 2015	As at 31st March, 2014
2.14 : CURRENT INVESTMENTS (Contd.)				
Number of Shares / Securities / Bonds / Units				
–	3,00,00,000	JP Morgan India Fixed Maturity Plan Series 13 Direct Plan - Growth	–	3000.00
–	5,00,02,626	JP Morgan India Fixed Maturity Plan Series 12 Growth Direct Plan	–	5000.26
–	26,00,000	HDFC Fixed Maturity Plan 526D December 2012(1) Growth Series 24	–	260.00
–	70,00,000	ICICI Pru Fixed Maturity Plan Series 65 488 Days Plan D - Growth	–	700.00
–	1,00,00,000	ICICI Pru Fixed Maturity Plan Series 65 502 Days Plan C Cumulative	–	1000.00
–	2,50,00,000	Reliance Fixed Horizon Fund XXI Series 37 - Growth	–	2500.00
–	1,50,00,000	Reliance Fixed Horizon Fund XXII Series 38 Direct Plan - Growth	–	1500.00
–	20,00,000	UTI Fixed Term Income Fund Series XIV IV (408 Days) Direct Plan - Growth	–	200.00
–	1,00,02,277	Kotak Fixed Maturity Plan Series 98 - Growth	–	1000.23
			13319.39	55237.49
UNQUOTED				
1,06,54,696	1,06,54,696	IDFC Dynamic Bond Fund Direct Plan - Growth	1500.00	1500.00
67,88,958	67,88,958	SBI Dynamic Bond Fund Direct Plan - Growth	1000.00	1000.00
1,95,65,336	1,95,65,336	AXIS Short Term Fund Direct Plan - Growth	2500.00	2500.00
51,32,759	51,32,759	DWS Premier Bond Fund Direct Plan - Growth	1000.00	1000.00
2,42,80,802	2,42,80,802	HDFC Medium Term Opportunities Fund - Growth	3000.00	3000.00
1,59,50,143	3,12,25,248	HDFC Medium Term Opportunities Fund Direct Plan - Growth [c]	2000.00	4000.00
2,36,25,210	3,29,92,058	HDFC Short Term Opportunities Fund Direct - Growth	3000.00	4200.21
1,05,48,418	1,66,64,742	IDFC Super Saver Income Fund Short Term Direct Plan - Growth	2500.00	4000.00
22,86,948	22,86,948	Reliance Short Term Fund Direct Plan - Growth	500.00	500.00
1,57,092	1,57,092	Religare Invesco Short Term Fund Direct Plan - Growth (Formerly Religare Short Term Fund Direct Plan - Growth)	2500.00	2500.00
2,96,88,126	2,96,88,126	SBI Short Term Fund Direct Plan - Growth	4000.00	4000.00
74,18,067	74,18,067	UTI Short Term Income Fund Institutional Option-Growth	1000.00	1000.00
39,406	39,406	L&T Cash Fund Direct Plan - Growth	400.00	400.00
86,87,245	86,87,245	UTI Short Term Income Fund Institutional Option Direct Plan - Growth	1216.03	1216.03
–	1,21,40,243	IDFC Super Saver Income Fund Medium Term Direct Plan - Growth	–	2500.00
–	91,46,118	IDFC Banking Debt Fund-Direct - Growth	–	1000.00
–	52,63,544	HDFC Floating Rate Income Fund Long Term Plan Direct Plan - Growth	–	1075.00
–	17,73,186	JM Short Term Fund Direct Plan - Growth	–	300.00
–	4,05,03,429	L&T Short Term Opportunities Fund Direct Plan - Growth	–	4622.60
			26116.03	40313.84
TOTAL CURRENT PORTION OF LONG-TERM INVESTMENTS AS PER AS-13			46321.28	98031.36

As at 31st March, 2015		As at 31st March, 2014		As at 31st March, 2015		As at 31st March, 2014	
						(₹ in lacs)	
2.14 : CURRENT INVESTMENTS (Contd.)							
Number of Shares / Securities / Bonds / Units							
		OTHER CURRENT INVESTMENTS					
		INVESTMENTS IN MUTUAL FUNDS					
		UNQUOTED					
1,284	–	Axis Banking Debt Fund Direct Plan - Growth	3076.00	–	–	–	–
33,72,121	–	ICICI Money Market Fund Direct Plan - Growth	6508.00	–	–	–	–
72,394	–	IDFC Cash Fund Growth Direct Plan	1230.00	–	–	–	–
44,300	–	Kotak Liquid Fund Plan A Direct Plan - Growth	1257.00	–	–	–	–
18,158	–	L&T Liquid Fund Direct Plan - Growth	347.01	–	–	–	–
43,995	–	Reliance Liquid Fund Tp Direct Plan - Growth	1500.00	–	–	–	–
1,56,451	–	Religare Invesco Liquid Fund Direct Plan - Growth	3000.00	–	–	–	–
60,795	–	Axis Treasury Advantage Fund Direct - Growth	950.00	–	–	–	–
6,36,29,878	–	HDFC Banking & Psu Debt Fund Direct Plan - Growth	7007.39	–	–	–	–
2,22,41,449	–	IDFC Money Manager Fund Tp Direct Plan - Growth	4920.00	–	–	–	–
37,745	–	L&T Cash Fund Direct Plan - Growth	414.00	–	–	–	–
5,27,463	–	Reliance Money Manager Fund Direct Growth Plan Growth Option	10005.27	–	–	–	–
1,38,61,193	–	Reliance Medium Term Fund-Direct Plan Growth Plan	4000.00	–	–	–	–
1,73,05,746	–	HDFC Floating Rate Income Fund - Short Term Plan-Direct Plan Growth	4000.00	–	–	–	–
47,16,937	–	L&T Ultrashort Term Fund Direct Plan Bonus Plan	1000.00	–	–	–	–
–	87,525	ICICI Liquid Fund Direct Plan - Growth	–	–	–	166.00	–
			49214.67	–	–	166.00	–
TOTAL OTHER CURRENT INVESTMENTS			49214.67	–	–	166.00	–
TOTAL CURRENT INVESTMENTS			95535.95	–	–	98197.36	–
Aggregate Book Value of Quoted Current Investments			20205.25	–	–	57717.52	–
Aggregate Book Value of Unquoted Current Investments			75330.70	–	–	40479.84	–
			95535.95	–	–	98197.36	–
Aggregate Market Value of Quoted Current Investments			22097.97	–	–	61361.85	–
Aggregate Book Value of Total (Non-Current and Current) Quoted Investments			41121.68	–	–	85534.81	–
Aggregate Book Value of Total (Non-Current and Current) Unquoted Investments			90668.23	–	–	47865.10	–
			131789.91	–	–	133399.91	–
Aggregate Market Value of Total (Non-Current and Current) Quoted Investments			56354.64	–	–	95265.71	–
Aggregate provision made for diminution in value of Total Investments			46.08	–	–	0.86	–

- a) Portion of Long-Term Investments, as defined by Accounting Standard - 13 'Accounting for Investments', which are expected to be realised within twelve months from the Balance Sheet date are disclosed as 'Current portion of Long-Term Investments'.
- b) Lien Marked in favour of Banks.
- c) 70,00,000 units of HDFC Medium Term Opportunities Fund Direct Plan - Growth have been pledged as margin money of Future contracts.

	(₹ in lacs)	
2.15 : INVENTORIES	As at 31st March, 2015	As at 31st March, 2014
(As valued and certified by the Management)		
Raw Materials (including Goods-in-transit ₹ 579.48, Previous Year ₹ 552.42)	6553.72	4733.15
Work-In-Progress	11122.27	6878.11
Finished Goods (including Goods-in-transit ₹ 605.27, Previous Year ₹ 252.39)	11155.95	11401.23
Stores and Spares etc. (including Goods-in-transit ₹ 136.55, Previous Year ₹ 118.32)	26379.08	28498.22
	55211.02	51510.71

Details of Inventories :

	Finished Goods		Work-in-Progress	
	As at 31st March, 2015	As at 31st March, 2014	As at 31st March, 2015	As at 31st March, 2014
Cement	7300.62	7404.21	10621.83	6323.04
Jute	3380.44	3537.86	315.77	350.60
Others	474.89	459.16	184.67	204.47
	11155.95	11401.23	11122.27	6878.11

2.16 : TRADE RECEIVABLES

	Non-Current		Current	
	As at 31st March, 2015	As at 31st March, 2014	As at 31st March, 2015	As at 31st March, 2014
Outstanding for a period exceeding six months				
Secured, considered good	—	—	387.88	451.16
Unsecured, considered good	—	—	501.63	505.94
Doubtful	1009.56	830.79	—	—
	1009.56	830.79	889.51	957.10
Provision for doubtful receivables	1009.56	830.79	—	—
	—	—	889.51	957.10
Other Receivables				
Secured, considered good	—	—	1638.60	1700.43
Unsecured, considered good	—	—	6284.39	4813.61
	—	—	7922.99	6514.04
	—	—	8812.50	7471.14

2.17 : CASH AND BANK BALANCES

Cash and Cash Equivalents

Balances With Banks :

In Current/Cash Credit Account	2454.85	3517.09
In Fixed Deposit Accounts with original maturity of less than three months	1452.00	—
Cheques/drafts on hand and Remittances in transit	3146.78	2964.34
Cash in hand	21.97	14.94
	7075.60	6496.37

Other Bank Balances

Balance in Unpaid Dividend Account	129.92	121.58
Earmarked balances with Banks-Fixed Deposit	—	1500.00
Balances with Bank held as margin money/ security	253.58	241.94
Other Fixed Deposit with Banks ^[1]	39217.96	41748.38
	39601.46	43611.90
	46677.06	50108.27

^[1] Includes ₹ 7.76 marked lien in favour of Govt. Authorities

(₹ in lacs)

**For the year ended
31st March, 2015** **For the year ended
31st March, 2014**

2.18 : REVENUE FROM OPERATIONS (GROSS)

Sale of Products (including Export Sales of ₹ 6269.43, Previous Year ₹ 7361.93)	361910.28	341666.21
Own Consumption	1542.67	1544.85
	363452.95	343211.06

Other Operating Revenues

Incentives & Subsidies	4470.40	3205.56
Export Benefits	206.83	213.65
Miscellaneous Sale	945.60	950.71
Insurance and Other Claims (Net)	141.05	211.24
	5763.88	4581.16
	369216.83	347792.22

Details of Sale of Products

Cement	340564.42	319573.11
Jute	21241.72	22007.57
Others	104.14	85.53
	361910.28	341666.21

2.19 : OTHER INCOME

Interest Income

On Investments		
Long-term	2381.71	2814.77
On Banks Deposits	3945.75	3877.93
On Other Deposits, etc.	228.75	204.94

Dividend Income

On Long-term investments	115.06	110.94
On Current investments	271.43	461.29

Net gain / (loss) on sale of Investments

On Long-term investments	5570.35	3497.71
On Current investments	2160.78	241.54

Other Non Operating Income

Excess Liabilities and Unclaimed Balances written back	662.32	718.91
Excess Provision written back	—	65.16
Excess Depreciation written back	41.02	87.07
Insurance and Other Claims (Net)	7.14	179.13
Miscellaneous Income	209.63	231.46
	15593.94	12490.85

(₹ in lacs)

	For the year ended 31st March, 2015	For the year ended 31st March, 2014
2.20 : COST OF MATERIALS CONSUMED		
Raw Material Consumed	51131.22	49327.27
	51131.22	49327.27
Details of Raw Material Consumed		
Limestone	25595.14	19949.91
Clinker	1888.99	8277.17
Gypsum	10606.27	8494.83
Slag	4017.61	4021.98
Fly Ash	11585.71	8664.72
Jute	10623.24	10800.65
Others	2773.55	2203.01
	67090.51	62412.27
Less : Lime Stone (Own raising)	15959.29	13085.00
	51131.22	49327.27
2.21 : PURCHASE OF TRADED GOODS		
Traded Goods - Jute Goods	124.42	140.08
	124.42	140.08
2.22 : (INCREASE)/ DECREASE IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND TRADED GOODS		
Inventories at the beginning of the year		
Finished Goods	11401.23	12113.70
Work-In-Progress	6878.11	10081.39
	18279.34	22195.09
Inventories at the end of the year		
Finished Goods	11155.95	11401.23
Work-In-Progress	11122.27	6878.11
	22278.22	18279.34
	(3998.88)	3915.75
2.23 : EMPLOYEE BENEFITS EXPENSE		
Salaries & Wages	18971.69	18693.20
Contribution to Provident and Other Funds	1427.29	1439.38
Contribution to Gratuity Fund	996.62	942.84
Contribution to Superannuation Fund	351.24	339.86
Staff Welfare Expenses	851.48	747.92
	22598.32	22163.20
Less : Amount Capitalised	22.51	5.64
Amount transferred to Corporate Social Responsibility Expenses	28.30	—
	22547.51	22157.56
2.24 : FINANCE COSTS		
Interest Expenses		
To Debenture Holders	4396.14	4462.50
" Banks on Term Loans, etc.	1661.29	2141.02
" Banks on Working Capital Loans	626.21	707.02
On Deposits and Others	1141.45	998.46
	7825.09	8309.00
Other Borrowing Costs		
Other Financial Charges	278.26	294.77
Applicable net (gain)/loss on foreign currency transactions and translations	170.22	813.30
	8273.57	9417.07
Less : Amount Capitalised	436.31	857.63
	7837.26	8559.44

(₹ in lacs)

2.25 : OTHER EXPENSES

MANUFACTURING EXPENSES

	For the year ended 31st March, 2015	For the year ended 31st March, 2014
Stores, Spare Parts & Packing Materials Consumed	29696.16	29197.09
Power & Fuel	86751.10	76740.28
Royalty & Cess	4573.34	4047.70
Repairs to Buildings	2012.53	1881.41
Repairs to Machinery	4090.02	3343.72
Repairs to Other Assets	359.32	310.58
Freight & Material Handling on Inter Unit Transfer	15960.97	11515.87
Increase/(Decrease) in Excise Duty & Cess on Finished Goods	7.55	(163.00)
Other Manufacturing Expenses	4399.88	3995.01
	147850.87	130868.66

SELLING AND ADMINISTRATION EXPENSES

Brokerage & Commission on Sales	1924.66	1779.26
Transport & Forwarding Expenses	58835.95	55241.83
Insurance	298.00	323.76
Rent	1106.04	939.50
Rates & Taxes	672.76	672.61
Development Cess on Cement	56.93	55.10
Advertisement	2057.26	1994.80
Prior Period Items	40.86	160.51
Charity & Donation	32.15	208.62
Corporate Social Responsibility Expenses	567.68	—
Auditors' Remuneration -		
Statutory Auditors -		
Audit Fees	24.00	24.00
Tax Audit Fees	5.75	5.75
Limited Review	10.00	10.00
Travelling Expenses	2.11	0.72
Issue of Certificates	10.79	18.58
Cost Auditors -		
Audit Fees	3.00	3.00
Travelling Expenses	0.23	0.21
Loss on sale/discard of Fixed Assets (Net)	64.10	88.24
Net (Gain)/Loss on Foreign currency transaction and translation (Net of capitalisation of ₹ 2105.34, Previous year ₹ 1881.91)	(132.75)	1024.39
Add : Amortisation of Foreign Currency Monetary Item Translation Difference Account	441.21	308.46
Diminution in value of Non Current Investment	45.22	—
Provision for doubtful debts/advances (Net of Prov For Doubtful Debts Written Back ₹ 100.01, PY ₹ Nil)	195.83	441.95
Directors' Fees	54.65	10.40
Other Expenses	6855.99	5978.61
	73172.42	69577.68
	221023.29	200446.34

2.26 : DEPRECIATION AND AMORTISATION EXPENSES

On Tangible Assets	15158.53	13072.72
On Intangible Assets	187.20	187.22
On Investment Property	0.24	0.37
	15345.97	13260.31
Less : Transferred from Reserve on Revaluation	—	2.04
	15345.97	13258.27

2.27 : EXCEPTIONAL ITEM

On account of prepayment of Foreign currency loan	—	2642.34
On account of write back of liability relating to rebate of sales tax	—	(1549.15)
On account of Interest on Entry Tax (a)	1284.47	—
	1284.47	1093.19

(a) Provision of interest on Entry Tax Liability for the period from 2006-07 to 2014-15 made on the basis of demand received from sales tax authorities after dismissal of writ petition by the Hon'ble High Court, Jodhpur, during the year.

(₹ in lacs)

	For the year ended 31st March, 2015	For the year ended 31st March, 2014
2.28 : TAX EXPENSE		
Current Tax for the year	4424.94	3087.77
Less : MAT Credit Entitlement	1491.80	3087.77
Current Tax	2933.14	—
Deferred Tax	1316.30	2252.14
	4249.44	2252.14
Income Tax for earlier years	(505.53)	—

2.29 Contingent Liabilities not provided for –

	2014-15	2013-14
(a) Claims/Disputes/Demands not acknowledged as debts –		
i) Demand notice for levying sales tax on packing material at the rate applicable on cement. Writ petition has been filed and the matter is pending before Hon'ble High Court, Chandigarh.	161.07	161.07
ii) Demand for Water Supply Charges under Rajasthan Irrigation & Drainage Act, 1954. Writ petition has been filed before the Hon'ble High Court, Rajasthan which has granted stay in the matter.	147.16	147.16
iii) Additional U. P. Sales Tax demanded by enhancing the value of cement. The case has been decided by Tribunal in Company's favour. Department has filed revision petition before Hon'ble High Court, Allahabad against order of the Tribunal. The High Court has remanded the case to UP Trade Tax Tribunal.	146.40	146.40
iv) Demand for interest on delayed payment of Entry Tax raised by the U.P. Trade Tax Department, Allahabad. Writ petition has been filed before the Hon'ble High Court, Allahabad which has granted stay in the matter.	132.11	132.11
v) Cenvat Credit taken on Goods Transporting Agency service on the basis of TR-6 challan disallowed. Appeal filed before the Custom, Excise & Service Tax Appellate Tribunal, New Delhi and stay has been granted in the matter.	138.36	138.36
vi) Stamp Duty for registration/execution of deed of certain Limestone Mining Lease. The matter is pending before the Hon'ble Supreme Court.	604.80	604.80
vii) Renewable Energy Surcharge on account of shortfall of energy purchase from renewable energy sources as per Rajasthan Electricity Regulatory Commission notification dt. 23.03.2007. The matter is pending before the Hon'ble High Court, Rajasthan.	1726.67	1726.67
viii) Appeal filed by the Excise Department before Custom, Excise & Service Tax Appellate Tribunal, New Delhi on account of allowance of tolerance limit in weighment of packed cement which was earlier allowed in favour of the Company.	141.93	141.93
ix) Demand of penalty by Sub Divisional Officer, Raghuraj Nagar, for alleged impermissible mining in Village Naina. Writ Petition has been filed and stay has been granted by Hon'ble M.P. High Court, Jabalpur.	1160.00	1160.00
x) Demand under Income Tax Act, 1961 for Assessment Year 2011-12 & 2012-13, the matter is pending before Commissioner of Income Tax (Appeals).	2632.09	2612.01
xi) Demand for Entry Tax and Interest there on under U.P. VAT Act. Case is pending before Hon'ble Supreme Court.	3349.99	2912.01
xii) Demand of House Tax under Rajasthan Municipalities (Land and Building Tax) Rules 1961 raised by Municipal Board, Chittorgarh for the period 1987 to 2006. The matter is pending before Hon'ble High Court, Rajasthan.	251.73	251.73
xiii) Demand for Education cess by the Municipal Corporation, Satna. Appeal filed and pending before Hon'ble M.P. High Court, Jabalpur.	118.29	118.29
xiv) Entry Tax as per The West Bengal Tax on Entry of Goods into Local Areas Act, 2012 on the entry of goods in the state of West Bengal. Matter is pending before Kolkata High Court.	708.56	386.64
xv) Hon'ble High Court, Rajasthan, levied a compensation for alleged damage to the Chittorgarh Fort. Special Leave Petition has been filed before the Hon'ble Supreme Court and stay has been granted in the matter.	450.00	450.00
xvi) Cenvat Credit taken on Steel Items disallowed by Excise Authority which has demanded its recovery together with interest. Appeal filed before the Custom Excise & Service Tax Appellate Tribunal, New Delhi. The Tribunal has remanded the case to Commissioner, Central Excise, Jaipur.	482.76	448.67
xvii) Other Claims/Disputes/Demands (being less than ₹ 100.00) pending in various legal forums for Sales Tax, Excise Duty & Service Tax, Rates & Taxes, E.S.I., Electricity Duty & Surcharge, Electricity Charges, Export Tax and other claims - ₹ 111.83, ₹ 624.18, ₹ 72.06, ₹ 4.91, ₹ 0.56, ₹ 59.49, ₹ 82.96, ₹ 209.07 (Previous Year ₹ 130.86, ₹ 699.85, ₹ 72.06, ₹ 4.91, ₹ 0.56, ₹ 99.15, ₹ 82.96 and ₹ 221.20) respectively.		

(₹ in lacs)

- (b) Disputed amount of ₹ 68.61 [Paid under protest ₹ 68.61] (Previous Year ₹ 68.61 [Paid under protest ₹ 68.61]) in respect of difference of Fuel Cost Adjustment Charges, ₹ 463.60 [Paid under protest ₹ 75.00] (Previous Year ₹ 463.52 [Paid under protest ₹ 75.00]) in respect of demand of Water Supply Charges, ₹ 355.19 [Paid under protest ₹ 137.39] (Previous Year ₹ 355.19 [Paid under protest ₹ 137.39]) in respect of Surcharge on Electricity, ₹ 6790.62 [Paid under protest ₹ 4099.71] (Previous Year ₹ 6790.62 [Paid under protest ₹ 4099.71]) in respect of demand of Royalty on Limestone including interest thereon, ₹ 1799.60 [Paid under protest ₹ 376.00] (Previous Year ₹ 1783.18 [Paid under protest ₹ 370.00]) in respect of MODVAT/ CENVAT claims, ₹ 4516.13 [Paid under protest ₹ 2065.36] (Previous Year ₹ 4047.62 [Paid under protest ₹ 1579.91]) in respect of Sales Tax/ VAT, ₹ 24.56 [Paid under Protest ₹ 12.28] (Previous Year ₹ 24.56) [paid under protest ₹ 12.28] in respect of interest on delayed payment of Entry Tax, ₹ 12.99 [Paid under protest ₹ 2.00] (Previous Year ₹ 12.99 [Paid under protest ₹ 2.00]) in respect of Service Tax, ₹ 3231.51 [Paid under protest ₹ 3231.51] (Previous Year ₹ 4506.15 [Paid under protest ₹ 3651.51]) in respect of Income Tax, ₹ 2887.32 [Paid under protest ₹ 240.32] (Previous Year ₹ 2502.26 [Paid under protest ₹ 22.27]) in respect of Excise Duty have not been provided for as the matters are subjudice, ₹ 29.08 [Paid under protest ₹ 10.76] (Previous Year NIL [Paid under protest NIL]) in respect of Land Diversion Tax imposed by Sub-Divisional Officer Raghuraj Nagar and NIL [Paid under protest NIL] (Previous Year ₹ 0.33 [Paid under protest ₹ 0.33]) in respect of Other claims.

In respect of above matters, future cash outflows are determinable only on receipt of judgements/decisions pending at various forums/authorities.

- (c) Bills discounted with Banks remaining outstanding - ₹ 452.55 (Previous Year ₹ 789.81).
- (d) Amount of Customs Duty including interest thereon, which may have to be paid on account of non-fulfillment of Export Obligation under EPCG Scheme - ₹ 183.53 (Previous Year ₹ 408.01).

2.30 Commitments

Capital Commitments

Estimated amount of contracts remaining to be executed on Capital Account (Net of advances) and not provided for ₹ 4666.91 (Previous Year ₹ 6529.97).

2.31 Derivative Instruments and Unhedged Foreign Currency Instruments

- (a) Outstanding Forward/ Future Contracts booked for the purpose of hedging receivables/ firm commitments are USD/INR 12.98 (Previous Year USD/INR 34.79) and payables/ firm commitments are USD/INR 190.00 (Previous Year USD/INR 357.66) and EURO/INR 0.00 (Previous Year EURO/INR 14.31). Outstanding Interest rate Swap Contracts booked for the purpose of hedging LIBOR against payables are USD Nil (Previous Year USD 3.14)
- (b) Unhedged foreign currency receivables are USD 3.72 (Previous Year USD 3.12) and EURO 0.00 (Previous Year EURO 0.89) and payables are USD 1131.23 (Previous Year USD 972.64) and EURO 12.77 (Previous Year EURO 2.67).

2.32 Dues to Micro, Small and Medium Enterprises

The Company has made payments to Micro, Small and Medium Enterprises (MSMEs) as defined in the Micro, Small, Medium Enterprises Development Act, 2006, within the appointed date during the year and there are no MSMEs to whom the Company owes dues on account of principal amount along with interest at the Balance Sheet date, hence no additional disclosures have been made. The above information has been determined to the extent such parties have been identified on the basis of information available with the Company.

2.33. Employee Benefits Expense

In accordance with the revised Accounting Standard-15 i.e. Employee Benefits, the requisite disclosure are as follows :

- (a) The amount recognised as an expense for the Defined Contribution Plans are as under :

	For the year ended 31st March, 2015	For the year ended 31st March, 2014
(i) Provident Fund	65.50	70.35
(ii) Superannuation Fund	351.24	339.86
(iii) Pension Fund	457.77	450.39

- (b) In respect of Defined Benefit Plans, necessary disclosures are as under-

- (i) Benefits are of the following types :
- Every employee who has completed five years or more of service is entitled to gratuity on terms not less favourable than the provisions of the Payment of Gratuity Act, 1972.
 - Pension is payable to certain categories of employees as per Company's Pension Scheme;
 - Provident Fund (other than government administered) as per the provisions of Employees Provident Funds and Miscellaneous Provisions Act, 1952.

(₹ in lacs)

	Gratuity		Pension	
	2014-15	2013-14	2014-15	2013-14
(ii) The amounts recognised in the Balance Sheet are as follows :				
Present value of funded obligations	10794.58	9892.71	—	—
Fair value of plan assets	9552.04	9146.78	—	—
Liabilities in respect of funded obligation	1242.54	745.93	—	—
Present value of unfunded obligations	—	—	92.78	93.23
Unrecognized past service cost	—	—	—	—
Liabilities in respect of unfunded obligation	—	—	92.78	93.23
Total Liabilities	1242.54	745.93	92.78	93.23
(iii) The amounts recognized in the Balance Sheet are as follows:				
Current service cost	506.94	465.29	—	—
Interest on obligation	827.62	709.35	7.50	8.21
Expected return on plan assets	(763.63)	(708.04)	—	—
Net actuarial losses/(gains) recognized during the year	425.69	476.25	6.99	(9.84)
Losses/(Gains) on curtailments and settlements	—	—	—	—
Total, included in 'Employee Benefits Expense'	996.62	942.85	14.49	(1.63)
Actual return on plan assets	773.54	711.21	—	—
(iv) Changes in the present value of the defined benefit obligation representing reconciliation of opening and closing balances are as follows:				
Opening defined benefit obligation	9892.71	9490.50	93.23	110.32
Service cost	506.94	465.29	—	—
Interest cost	827.62	709.35	7.50	8.21
Actuarial losses/(gains)	432.60	479.41	6.99	(9.84)
Benefits paid	(865.29)	(1251.84)	(14.94)	(15.46)
Closing defined benefit obligation	10794.58	9892.71	92.78	93.23
(v) Changes in the fair value of plan assets representing reconciliation of the opening and closing balances are as follows :				
Opening fair value of plan assets	9146.78	8187.38	—	—
Expected return	763.63	708.04	—	—
Actuarial gains/(losses)	6.91	3.17	—	—
Contribution by employer	500.01	1500.03	—	—
Benefits paid	(865.29)	(1251.84)	—	—
Closing fair value of plan assets	9552.04	9146.78	—	—
a) Fair value of plan assets does not include any amount for Companies own financial instruments or any property occupied by, or other assets used by, the Company to the extent of the information available.				
(vi) The major categories of plan assets as a percentage of total plan assets are as follows :				
Qualifying insurance policy	100%	100%	—	—
(vii) Principal actuarial assumptions at the Balance Sheet date are as follows :				
Discount rate at 31st March	8.00% p.a.	8.75% p.a.	8.00% p.a.	8.75% p.a.
Expected return on plan assets at 31st March	8.50% p.a.	8.50% p.a.	—	—
Mortality Rate	IAL (2006-08) Modified ultimate	IAL (1994-96) Modified ultimate	—	—
Salary Escalation	5% to 8%	5%	—	—
Withdrawal Rate	2%	2%	—	—

(₹ in lacs)

(viii) Amounts for the current and previous four periods are as follows :

<u>Gratuity</u>	<u>2014-15</u>	<u>2013-14</u>	<u>2012-13</u>	<u>2011-12</u>	<u>2010-11</u>
Defined benefit obligation	10794.58	9892.71	9490.50	8021.97	7390.64
Plan assets	9552.04	9146.78	8187.38	7502.19	7311.85
Surplus/(Deficit)	(1242.54)	(745.93)	(1303.12)	(519.78)	(78.79)
Experience gain/(loss) adjustments on plan liabilities	43.25	(329.45)	(129.55)	(991.55)	-
Experience gain/(loss) adjustments on plan Assets	6.91	3.17	52.60	43.61	82.45
<u>Pension</u>					
Defined benefit obligation	92.78	93.23	110.32	53.12	42.08
Experience gain/(loss) adjustments on plan liabilities	(3.75)	6.27	(70.42)	(25.43)	(2.96)

(ix) The Gratuity Scheme is invested in a Group Gratuity-cum-Life Assurance Cash accumulation policy offered by Life Insurance Corporation (LIC) of India and Cap Assure Group Gratuity Scheme offered by SBI Life Insurance Co. Ltd. The information on the allocation of the fund into major asset classes and expected return on each major class are not readily available. The expected rate of return on plan assets is based on market expectations, at the beginning of the period, for returns over the entire life of the related obligation.

(x) The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

(xi) The Company expects to contribute ₹ 1000 (Previous Year ₹ 1000) to its gratuity fund in 2015-16.

(xii) In respect of provident funds in the nature of defined benefit plans contribution amounting to ₹ 543.11 (Previous Year ₹ 618.02) and the accrued past service liability of NIL (Previous Year NIL) as valued by the actuary is recognized as an expense and included in 'Employee Benefits Expense'.

2.34 Charity & Donation includes political donation ₹ 25.00 (Previous Year ₹ 100.00) paid to Bharatiya Janata Party and NIL (Previous Year ₹ 100.00) paid to Indian National Congress.

2.35 The Board of Directors of the Company at its meeting held on 25th July, 2013 had approved the Scheme of Amalgamation to amalgamate Talavadi Cements Limited, a 98% subsidiary with Birla Corporation Limited with an appointed date of 1st April, 2013. The Scheme is presently pending for the approval of the Hon'ble High Court, Kolkata.

2.36 In view of decision of Hon'ble Supreme Court dated 24th September 2014, the allocation of Bikram Coal Block to the company was cancelled. Subsequently, the Government promulgated The Coal mines (Special Provisions) Ordinance, 2014, which inter alia provides for compensation to prior allottees against expenditure incurred on the cancelled coal block. The company has submitted its claim for compensation of amount incurred on Coal Block amounting to ₹ 1609.54 (₹ 1211.40 appearing as "Other Current Assets" in note no. 2.13 and ₹ 398.14 as Fixed Assets in note no. 2.10). Consequential adjustment shall be made on settlement of the claim.

2.37 There being uncertainties in realization from Insurance Claims, the same are accounted for on settlement/realization.

2.38 Certain Trade Receivables, Loans and Advances and Creditors are subject to confirmation.

2.39 a) The Company's Unit Soorah Jute Mills is under Suspension of Operations since 29th March, 2004.
b) The Company's Units Birla Vinoleum and Auto Trim Division, at Birlapur, are under Suspension of Operations since 18th February, 2014.
c) In respect of mining matter of Chanderia before the Hon'ble Supreme Court, a comprehensive report has been submitted by Central Building Research Institution (CBRI) on full scale mining. The hearing fixed on 6th May, 2015 did not take place and the date of next hearing is yet to be decided.

2.40 Liability in respect of compensation/penalty, if any, for non-compliance of Jute Packaging Materials (Compulsory use of Packaging Commodities) Act, 1987 up to 30th June, 1997 being unascertainable shall be accounted for as and when settled.

(₹ in lacs)

2.41 Segment Reporting

A) Primary Segment Information

	2014-15					2013-14				
	Cement	Jute	Others	Inter Segment Elimination	Total	Cement	Jute	Others	Inter Segment Elimination	Total
BUSINESS SEGMENT										
Segment Revenue										
(a) External Sales (Including Own Consumption)	292957.45	21015.31	1252.60		315225.36	274021.24	21799.51	1233.30	–	297054.05
(b) Inter Segment Revenue	–	–	–	–	–	–	–	–	–	–
Total Segment Revenue	292957.45	21015.31	1252.60		315225.36	274021.24	21799.51	1233.30	–	297054.05
Segment Result (Profit before Interest & Tax)	20418.50	(686.77)	(154.69)		19577.04	18341.83	(239.08)	(238.86)	–	17863.89
Less: (i) Interest (Incl. exception items)	–	–	–	–	9121.73	–	–	–	–	8559.44
(ii) Unallocated corporate expenses net of unallocated income					(10832.61)					(5923.71)
Profit before Tax					21287.92					15228.16
Provision for Current Tax					2933.14					–
Provision for Deferred Tax					1316.30					2252.14
Provision for Deferred Tax					(505.53)					–
Profit after tax					17544.01					12976.02
OTHER INFORMATION										
Segment Assets	285535.44	15420.42	2485.33		303441.19	272754.67	13224.06	2792.86		288771.59
Unallocated Corporate Assets					195685.05					199084.02
Total					499126.24					487855.61
Segment Liabilities	54818.76	1845.12	220.13		56884.01	47517.99	1885.10	228.11		49631.20
Unallocated Corporate Liabilities					179830.86					185616.76
Total					236714.87					235247.96
Capital Expenditure	19831.17	1347.01	7.43		21185.61	16641.38	1269.73	29.30		17940.41
Common Capital Expenditure					98.66					195.26
Total					21284.27					18135.67
Depreciation	13983.14	780.97	104.58		14868.69	12349.72	403.42	167.29		12920.43
Common Depreciation					477.28					337.84
Total					15345.97					13258.27

B) Secondary Segment Information

The Company operates mainly in the Indian market and the export turnover being 1.73% (Previous year 2.15%) of the external sales of the Company, there are no reportable geographical segments.

C) Other Disclosures

The Company's operations predominantly relate to Cement and other products are Jute Goods, Auto Trims and Steel Castings. Accordingly, these business segments comprise the primary basis of segmental information set out in these financial statements

Inter-segment transfers are based on prevailing market prices except for Iron & Steel Castings which is based on cost plus profit.

The accounting policies adopted for segment reporting are in line with the accounting policy of the Company.

(₹ in lacs)

2.42 Related Party Disclosure

- a) As defined in Accounting Standard - 18, the Company has a related party relationship in the nature of control over its subsidiaries namely :

Birla Jute Supply Company Ltd.

Talavadi Cements Ltd.

Lok Cements Ltd.

Budge Budge Floorcoverings Ltd.

Birla Cement (Assam) Ltd.

M.P. Birla Group Services Pvt. Ltd.

Birla Corporation Cement Manufacturing PLC (Under Voluntary Winding-up)

- b) Other related parties with whom transactions have taken place during the year and previous year are :

- i) Associates

Birla Readymix Pvt. Ltd.

Birla Odessa Industries Pvt. Ltd.

- ii) Key Management Personnel

Shri Bachh Raj Nahar, *Managing Director*

- c) During the year, the Company entered into the following related party transactions :

	2014-2015			2013-2014		
	Subsidiaries	Associates	Key Mgmt. Personnel	Subsidiaries	Associates	Key Mgmt. Personnel
Purchases of goods/services	106.63	—	—	114.43	—	—
Payment of rent	8.64	—	—	8.64	—	—
Receipt of rent	0.03	—	—	0.03	—	—
Advances given	130.51	2.06	—	507.24	0.07	—
Advances recovered	125.88	2.06	—	500.60	0.32	—
Interest received	0.17	—	—	—	—	—
Remuneration, Perquisites & Others	—	—	306.54	—	—	257.68
Balance outstanding at year end :						
Creditors	—	—	—	7.78	—	—
Advances given	226.79	—	—	222.10	—	—
Provision for doubtful advances	4.09	—	—	—	—	—

(₹ in lacs)

2.43 Value of Imported and Indigenous Raw Materials and Spare Parts consumed –

	2014 - 2015				2013 - 2014			
	Raw Materials		Spare Parts		Raw Materials		Spare Parts	
	Value	% of total Consumption	Value	% of total Consumption	Value	% of total Consumption	Value	% of total Consumption
Imported	2945.23	5.76	269.68	4.27	2833.73	5.74	121.28	1.88
Indigenous	48185.99	94.24	6049.28	95.73	46493.54	94.26	6330.38	98.12
	<u>51131.22</u>	<u>100.00</u>	<u>6318.96</u>	<u>100.00</u>	<u>49327.27</u>	<u>100.00</u>	<u>6451.66</u>	<u>100.00</u>

2.44 C.I.F. Value of Imports, Expenditure and Earnings in Foreign Currency –

	2014 - 2015	2013 - 2014
(a) C.I.F. Value of Imports during the year –		
Raw Materials	2591.10	2017.13
Spare Parts	1054.66	420.65
Capital Goods	2963.70	1039.02
Others	43.94	–
(b) Expenditure in Foreign Currency –		
Interest (including Capitalised Current Year ₹ 128.23, Previous Year ₹ 83.09)	1800.78	2835.66
Travelling	46.61	81.09
Professional Service (including Capitalised Current Year ₹ 1.75, Previous Year ₹ NIL)	38.27	76.47
Others	9209.20	11141.09
(c) Earnings in Foreign Currency –		
Export of goods on F.O.B. basis (Including exports in Indian Currency - ₹ 1531.69, Previous Year ₹ 2003.91)	6113.45	7118.79

2.45 Figures for the previous year have been regrouped wherever necessary.

Signature to Notes 1 to 2.45

As per our Report annexed.

For **H. P. KHANDELWAL & CO.**
Chartered Accountants
Firm Registration No. 302050E

ADITYA SARAOGI
Chief Financial Officer

HARSH V. LODHA
Chairman

RAJIV SINGHI
Partner
Membership No. 053518
1B, Old Post Office Street,
Kolkata-700 001.
The 7th day of May, 2015

GIRISH SHARMA
Sr. Vice President (Indirect Taxes)
& Company Secretary

B. R. NAHAR
Managing Director

(₹ in lacs)

Salient features of the financial statement of subsidiaries/ associate companies

Part “A”: Subsidiaries

Name of the Subsidiary	Birla Jute Supply Company Limited	Talvadi Cements Limited	Lok Cements Limited	Budge Budge Floor Coverings Limited	Birla Cement (Assam) Limited	MP Birla Group Services Pvt. Ltd.
1. Share capital	6.00	600.00	100.07	400.00	5.00	2.00
2. Reserves & surplus	81.03	235.54	(26.99)	(229.20)	(1.23)	(1.02)
3. Total assets	87.27	897.50	297.35	193.88	3.84	1.05
4. Total Liabilities	0.25	61.96	224.27	23.08	0.07	0.07
5. Investments	–	0.10	–	6.29	–	–
6. Turnover	–	–	–	8.64	–	–
7. Profit before taxation	6.08	2.56	(4.22)	(25.05)	(0.13)	(0.18)
8. Provision for taxation	1.74	1.17	–	(3.94)	–	–
9. Profit after taxation	4.34	1.40	(4.22)	(21.11)	(0.13)	(0.18)
10. Proposed Dividend	–	–	–	–	–	–
11. % of shareholding	100%	98.01%	100%	100%	100%	100%

- Note :**
- None of the subsidiaries have reporting period different from the holding company
 - None of the above mentioned subsidiaries are foreign subsidiaries
 - Names of subsidiaries which are yet to commence operations :
 - M/s. Lok Cements Limited
 - M/s. Birla Cement (Assam) Limited
 - M/s. M. P. Birla Group Services Private Limited
 - Names of subsidiaries which have been liquidated or sold during the year :

M/s. Birla Cement Manufacturing PLC

Part “B”: Associates

Name of the Associates	Birla Readymix Private Limited	Birla Odessa Industries Private Limited
1. Latest audited Balance Sheet Date	05 May 2014	05 May 2014
2. Shares of Associate held by the company on the year end		
a. Number of shares	0.05	0.05
b. Amount of Investment in Associates	0.50	0.49
Extend of Holding %	46.73%	48.61%
3. Description of how there is significant influence	NA	NA
4. Reason why the associate is not consolidated	NA	NA
5. Networth attributable to Shareholding as per latest audited Balance Sheet	(2.32)	(4.99)
6. Profit / Loss for the year		
i. Considered in Consolidation	(0.19)	(0.22)
ii. Not Considered in Consolidation		
a) Names of associates which are yet to commence operations : NIL		
b) Names of associates which have been liquidated or sold during the year : NIL		

CONSOLIDATED FINANCIAL STATEMENTS

INDEPENDENT AUDITORS' REPORT

To The Members of BIRLA CORPORATION LIMITED

REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

We have audited the accompanying consolidated financial statements of **BIRLA CORPORATION LIMITED** (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), and its associates, comprising of the Consolidated Balance Sheet as at 31st March, 2015, the Consolidated Statement of Profit & 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 including its associates in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies included in the Group and of its associates are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

AUDITOR'S RESPONSIBILITY

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

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

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

We believe that the audit evidence we have obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraph (a) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

OPINION

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group and its associates as at 31st March, 2015, and their consolidated profit and their cash flows for the year ended on that date.

OTHER MATTERS

We did not audit the financial statements of five (5) subsidiaries, whose financial statements reflect total assets of Rs. 1,183.55 lacs as at 31st March, 2015, total revenues of Rs. 133.33 lacs and net cash flows amounting to Rs. 7.90 lacs for the year ended on that date, as considered in the consolidated financial statements. The consolidated financial statements also include the Group's share of net loss of Rs. 0.19 lacs for the year ended 31st March, 2015, as considered in the consolidated financial statements, in respect of one (1) associates, whose financial statements have not been audited by us. These financial statements have been audited by other auditors whose reports 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 associates, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, insofar as it relates to the aforesaid

CONSOLIDATED FINANCIAL STATEMENTS

subsidiaries and associates, is based solely on the reports of the other auditors.

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 reports of the other auditors and the financial statements certified by the Management.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, based on the comments in the auditors' report of the Holding Company, subsidiary companies, and associate companies incorporated in India, to whom the Order applies, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
 - b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
 - c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation

of the consolidated financial statements.

- d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2015 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies and associate companies incorporated in India, none of the directors of the Group Companies and its associate companies incorporated in India is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group and its associates - Refer Note 2.30 & 2.40 to the consolidated financial statements;
 - ii. The Group and its associates did not have any material foreseeable losses on long-term contracts including derivative contracts;
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its subsidiary companies and associate companies incorporated in India.

For **H. P. KHANDELWAL & CO.**

Chartered Accountants

Firm Registration No. 302050E

Rajiv Singhi

Partner

Membership No. 053518

1B, Old Post Office Street,
Kolkata-700 001.
Date: 7th day of May, 2015

ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT

The Annexure referred to in paragraph 1 with the heading "Report on other legal and regulatory requirement" of our report of even date. Based on the comments made by the Independent Auditors of the Subsidiaries and Associates incorporated in India (wherever applicable) (covered entities) with respect to the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we report as under:.

1. (a) The covered entities, wherever applicable, have maintained proper records to show full particulars including quantitative details and situation of the fixed assets.
- (b) The fixed assets have been physically verified wherever practicable on a phased manner by the management/ internal auditors and the reconciliation of the quantities with the book records has been done on continuous basis for the respective covered entities except in case of Soorah Jute Mills, a unit of the Holding Company, where verification could not be done due to suspension of work. Further the differences, if any, arising out of such reconciliation so far have been adjusted and no serious discrepancies between book records and physical inventory have been noticed.
2. (a) As explained to us, inventories have been physically verified at reasonable intervals during the year by the Management/ Internal Auditors for the respective covered entities, as reported, except in case of Soorah Jute Mills, a unit of the Holding Company, where verification could not be done due to suspension of work.
- (b) In our opinion and according to the information and explanations given to us and based on the reports of the covered entities, wherever applicable, the procedure of physical verification of inventory followed by the management is reasonable and adequate in relation to the size of that Company and the nature of its business.
- (c) In our opinion and according to the information and explanations given to us and based on the reports of the covered entities, wherever applicable, we are of the opinion that the covered entities are maintaining proper records of inventories. The discrepancies noticed on verification between the physical stock and the books stocks, wherever ascertained were not significant and have been properly dealt in the books of accounts.
3. The covered entities, wherever applicable, have not granted loans secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act. Accordingly, the requirements of clauses (iii) (a) to (b) of the paragraph 3 of the Order are not applicable.
4. In our opinion and according to the information and explanations given to us and based on the reports of the covered entities, wherever applicable, there is adequate internal control system commensurate with the size of the Companies incorporated in India and the nature of their businesses with regard to purchase of inventory and fixed assets and for the sale of goods and services. During the course of our audit, no major weakness has been noticed in the internal control system.
5. In our opinion and according to the information and explanations given to us and based on the reports of the covered entities, the covered entities did not receive any deposits except for the Holding Company covered under sections 73 to 76 of the Companies Act and the rules framed there under with regard to deposits accepted from the public during the year. The holding company has complied with the directives issued by Reserve Bank of India and the provisions of Sections 73 to 76 of the Act and the rules framed there under with regard to deposits accepted from the public.
6. The Central Government has prescribed maintenance of cost records under section 148(1) of the Companies Act, for the Holding Company's Cement, Jute, Power and Auto Trim Units. We have broadly reviewed such accounts and records and are of the opinion that prima facie, the prescribed accounts & records have been made & maintained but no detailed examination of such records and accounts have been carried out by us.
7. (a) According to the information and explanations given to us and on the basis of our examination of the books and account and based on the reports of the covered entities, the covered entities have generally been regular in depositing the undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues during the year with the appropriate authorities. According to the information and explanations given to us, no undisputed dues as above were outstanding as at 31st March 2015 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us and the records of the Holding Company examined by us and based on the reports of the covered entities, the dues of income tax, sales tax, wealth tax, service tax, duty of customs, duty of excise, value added tax and cess as at 31st March, 2015 which have not been deposited on account of dispute and the forum where the disputes are pending are as under :

CONSOLIDATED FINANCIAL STATEMENTS

Name of the Statute	Nature of Dues	Amount (₹ in Lacs)	Period to which the amount relates	Forum where pending
Sales Tax & VAT Laws	Sales Tax and VAT	2,395.20	1994-2014	Department/1st Appellate Authority
		184.48	1989-2008	Tribunals
		875.63	1993-2015	High Court & above
Central Excise Act, 1944	Excise Duty	939.04	1980-2012	Department/1st Appellate Authority
		1,943.15	1976-2012	Tribunals
Finance Act, 1944	Service Tax	747.20	2005-2014	Department/1st Appellate Authority
		547.94	2004-2012	Tribunals
The Custom Act, 1962	Custom Duty	6.00	2012-2013	Tribunals
Income Tax Act, 1961	Income Tax	2,632.09	AY 2008-09 to 2012-13	Department/1st Appellate Authority

- (c) According to the information and explanations given to us and on the basis of our examination of the books and account of the Holding Company and based on the reports of the covered entities, the covered entities have transferred the amount required to be transferred to investor education and protection fund in accordance with the relevant provisions of

the Companies Act, 1956 (1 of 1956) and rules made there under to such fund within time.

8. The Group does not have any accumulated loss as at the end of the financial year and has not incurred any cash losses in the current financial year and in the immediately preceding financial year.
9. According to the information and explanations given to us by the management the covered entities have not defaulted in repayment of dues to financial institutions or banks or debenture holders.
10. According to the information and explanations given to us, the covered entities have not given any guarantee for loans taken by others from bank or financial institutions.
11. Based on information and explanations given to us for the covered entities, in our opinion, the term loans have been applied for the purpose for which they were obtained. Proceeds from long term loans raised during the year and remained unutilized as not required for immediate use for capital expenditure have been temporarily parked in bank fixed deposit.
12. To the best of our knowledge and belief and according to the information and explanations given to us, no fraud on or by the covered entities have been noticed or reported during the year.

For **H. P. KHANDELWAL & CO.**

Chartered Accountants

Firm Registration No. 302050E

Rajiv Singhi

Partner

Membership No. 053518

1B, Old Post Office Street,
Kolkata-700 001.

Date: 7th day of May, 2015

BALANCE SHEET as at 31st March, 2015

(₹ in lacs)

	Note No.	As at March 31, 2015	As at March 31, 2014
EQUITY AND LIABILITIES			
SHAREHOLDERS' FUND			
Share Capital	2.1	7700.89	7700.89
Reserves and Surplus	2.2	254995.83	245207.12
		262696.72	252908.01
Minority Interest	2.3	1.35	1.32
NON-CURRENT LIABILITIES			
Long-Term Borrowings	2.4	110178.17	91630.90
Deferred Tax Liabilities (Net)	2.5	24376.42	23507.33
Other Long-Term Liabilities	2.6	35317.94	28862.89
Long-Term Provisions	2.7	3117.77	2715.17
		172990.30	146716.29
CURRENT LIABILITIES			
Short-Term Borrowings	2.8	14082.74	16310.49
Trade Payables	2.9	18808.65	15466.93
Other Current Liabilities	2.10	23550.23	49978.81
Short-Term Provisions	2.7	7370.08	6866.18
		63811.70	88622.41
TOTAL		499500.07	488248.03
ASSETS			
NON-CURRENT ASSETS			
Fixed Assets			
Tangible Assets	2.11	192551.06	186645.65
Intangible Assets	2.11	205.01	378.62
Capital Work-In-Progress		12281.87	14174.28
Intangible Assets under Development		—	24.78
		205037.94	201223.33
Non-Current Investments	2.12	35354.44	34257.81
Long-Term Loans and Advances	2.13	22678.14	20590.60
Other Non-Current Assets	2.14	3222.59	3321.30
		266293.11	259393.04
CURRENT ASSETS			
Current Investments	2.15	95542.24	98208.83
Inventories	2.16	55254.24	51560.11
Trade Receivables	2.17	8812.50	7471.14
Cash and Bank Balances	2.18	46801.87	50234.42
Short-Term Loans and Advances	2.13	10386.43	8062.17
Other Current Assets	2.14	16409.68	13318.32
		233206.96	228854.99
TOTAL		499500.07	488248.03
Significant Accounting Policies	1		
The Notes are an integral part of the Financial Statements			

As per our Report annexed.

For **H. P. KHANDELWAL & CO.**
Chartered Accountants
Firm Registration No. 302050E

ADITYA SARAOGI
Chief Financial Officer

HARSH V. LODHA
Chairman

RAJIV SINGHI
Partner

Membership No. 053518
1B, Old Post Office Street,
Kolkata-700 001.
The 7th day of May, 2015

GIRISH SHARMA
Sr. Vice President (Indirect Taxes)
& Company Secretary

B. R. NAHAR
Managing Director

STATEMENT OF PROFIT AND LOSS for the year ended 31st March, 2015

(₹ in lacs)

	Note No.	For the year ended 31st March, 2015	For the year ended 31st March, 2014
INCOME			
Revenue from Operations (Gross)	2.19	369216.83	347792.22
Less: Excise duty		48227.59	46157.01
Revenue from Operations (Net)		320989.24	301635.21
Other Income	2.20	15607.75	12522.21
Total Revenue		336596.99	314157.42
EXPENSES			
Cost of Materials Consumed	2.21	51030.51	49218.76
Purchases of Traded Goods	2.22	124.42	140.08
(Increase)/ Decrease in Inventories of Finished Goods, Work-in-Progress and Traded Goods	2.23	(3998.88)	3915.75
Employee Benefits Expense	2.24	22543.47	22157.89
Finance Costs	2.25	7837.26	8559.57
Other Expenses	2.26	221136.05	200522.37
		298672.83	284514.42
Profit before Tax, Depreciation and Amortisation		37924.16	29643.00
Depreciation and Amortisation Expenses	2.27	15375.08	13305.86
Profit before Tax & Exceptional Items		22549.08	16337.14
Exceptional Items	2.28	1284.47	1093.19
Profit before Tax		21264.61	15243.95
Tax Expense :	2.29		
Current Tax		2935.02	9.82
Deferred Tax		1313.39	2251.22
Income tax for earlier years		(507.75)	—
Profit for the year before share of results of associates and minority interest		17523.95	12982.91
Less : Minority Interest		0.03	0.60
Less : Share of Loss in Associates		—	0.01
Profit for the year		17523.92	12982.30
Earnings Per Share [Nominal value ₹ 10 /-]			
Weighted Average Number of Ordinary Shares outstanding during the year		77005347.00	77005347.00
Basic and Diluted earnings per share		22.76	16.86
Significant Accounting Policies	1		
The Notes are an integral part of the Financial Statements			

As per our Report annexed.

For **H. P. KHANDELWAL & CO.**
Chartered Accountants
Firm Registration No. 302050E

ADITYA SARAOGI
Chief Financial Officer

HARSH V. LODHA
Chairman

RAJIV SINGHI

Partner

Membership No. 053518
1B, Old Post Office Street,
Kolkata-700 001.
The 7th day of May, 2015

GIRISH SHARMA
Sr. Vice President (Indirect Taxes)
& Company Secretary

B. R. NAHAR
Managing Director

CASH FLOW STATEMENT for the year ended 31st March, 2015

(₹ in lacs)

	For the year ended 31st March, 2015	For the year ended 31st March, 2014
Cash Flow from Operating Activities :		
Profit after Exceptional Items & before Tax	21264.61	15243.95
Adjustments for :		
Depreciation & Amortisation	15375.08	13305.86
Investing Activities (Net)	(14642.60)	(11240.51)
Provision for doubtful debts	195.83	441.95
Loss on sale/discard of Fixed Assets (Net)	64.10	88.24
Excess Liabilities and unclaimed balances written back (Net)	(662.32)	(2268.07)
Excess Depreciation written back	(41.02)	(87.07)
Foreign Exchange Fluctuations	3015.06	3462.30
Finance Costs	9121.73	8559.57
Operating Profit before Working Capital Changes	33690.47	27506.22
Adjustments for :		
(Inc)/ Dec in Trade Receivables	(1537.19)	(416.80)
(Inc)/ Dec in Inventories	(3694.13)	5509.52
(Inc)/ Dec in Loans and Advances & Other Assets	(6926.15)	(1007.15)
Inc/ (Dec) in Trade Payables & Other Liability	10477.84	8689.89
Inc/ (Dec) in Provisions	764.39	(391.84)
Cash generated from operations	32775.23	39889.84
Direct Taxes Paid	(4596.91)	(4007.18)
Net Cash from Operating Activities	28178.32	35882.66
Cash Flow from Investing Activities :		
Purchase of Tangible & Intangible Assets including CWIP/ Capital Advances	(22046.05)	(16477.16)
Sale of Tangible Assets	689.46	362.75
(Purchase)/Sale of Investments (Net)	9294.02	(2456.36)
(Inc)/ Dec in Other Bank Balances	4000.73	(21227.41)
Interest received	6573.52	5149.32
Dividend received	387.23	572.95
Net Cash used in Investing Activities	(1101.09)	(34075.91)
Cash Flow from Financing Activities		
Proceeds from Long-Term Borrowings	21725.79	50312.23
Repayments of Long-Term Borrowings	(32081.18)	(26478.58)
(Repayments)/Proceeds from Short-Term Borrowings	(2248.87)	(11448.01)
Interest Paid	(8499.25)	(9333.14)
Dividend Paid	(4620.32)	(3464.08)
Corporate Dividend Tax paid	(785.22)	(588.92)
	(26509.05)	(1000.50)
Net Increase in Cash and Cash Equivalents	568.18	806.25
Cash and Cash Equivalents (Opening Balance)	6522.37	5716.12
Cash and Cash Equivalents (Closing Balance)	7090.55	6522.37

- Notes :** a) Above statement has been prepared in indirect method.
b) Figures for the previous year have been re-grouped wherever considered necessary.
c) Direct Taxes paid are treated as arising from operating activities and are not bifurcated between investing and financing activities

As per our Report annexed.

For **H. P. KHANDELWAL & CO.**
Chartered Accountants
Firm Registration No. 302050E

ADITYA SARAOGI
Chief Financial Officer

HARSH V. LODHA
Chairman

RAJIV SINGHI
Partner
Membership No. 053518
1B, Old Post Office Street,
Kolkata-700 001.
The 7th day of May, 2015

GIRISH SHARMA
Sr. Vice President (Indirect Taxes)
& Company Secretary

B. R. NAHAR
Managing Director

Notes to Financial Statements for the year ended 31st March, 2015

(₹ in lacs)

1. Significant Accounting Policies

1.1 Basis of Consolidation

Birla Corporation Limited has prepared the Consolidated Financial Statements in accordance with relevant Accounting Standards as specified u/s 133 of the Companies Act, 2013 read with rule 7 of Companies (Account) Rules, 2014.

The Consolidated Financial Statements comprise Financial Statements of Birla Corporation Limited (the Company), its subsidiaries and associates. Uniform accounting policies have been adopted for like transactions and other events in similar circumstances and are presented to the extent possible, in the same manner as the Company's separate Financial Statements.

1.2 Companies included in Consolidation

Companies Incorporated in India

<u>Name of the Company</u>	<u>Extent of Shareholding</u>	<u>Relationship</u>
i) Birla Jute Supply Company Ltd.	100.00%	Subsidiary
ii) Talavadi Cements Ltd.	98.01%	Subsidiary
iii) Lok Cements Ltd.	100.00%	Subsidiary
iv) Budge Budge Floorcoverings Ltd.	100.00%	Subsidiary
v) Birla Cement (Assam) Ltd.	100.00%	Subsidiary
vi) M.P. Birla Group Services Private Limited	100.00%	Subsidiary
vii) Birla Odessa Industries Private Limited	48.61%	Associate
viii) Birla Readymix Private Limited	46.73%	Associate

1.3 Company not included in Consolidation as it is under voluntarily winding up

Company Incorporated Outside India, Ethiopia

<u>Name of the Company</u>	<u>Extent of Shareholding</u>	<u>Relationship</u>
i) Birla Corporation Cement Manufacturing PLC	100.00%	Subsidiary

1.4 Other Significant Accounting Policies

These are set out in Note 1 under Significant Accounting Policies of financial statements of Birla Corporation Limited.

2. Notes to Financial Statements for the year ended 31st March, 2015

		(₹ in lacs)	
		<u>As at 31st March, 2015</u>	<u>As at 31st March, 2014</u>
2.1 : SHARE CAPITAL			
Authorised			
9,00,00,000	Ordinary Shares of ₹ 10/- each	9000.00	9000.00
10,00,000	Preference Shares of ₹ 100/- each	1000.00	1000.00
		<u>10000.00</u>	<u>10000.00</u>
Issued			
7,70,13,416	Ordinary Shares of ₹ 10/- each	<u>7701.34</u>	<u>7701.34</u>
Subscribed and Paid-up			
7,70,05,347	Ordinary Shares of ₹ 10/- each fully paid-up	7700.53	7700.53
	Add : Forfeited Ordinary Shares (Amount originally paid-up)	0.36	0.36
		<u>7700.89</u>	<u>7700.89</u>

- a) There has been no change/movements in number of shares outstanding at the beginning and at the end of the reporting period.
- b) The Company has only one class of issued shares i.e. Ordinary Shares having par value of ₹ 10 per share. Each holder of Ordinary Shares is entitled to one vote per share and equal right for dividend. The dividend proposed by the Board of Directors is subject to the approval of shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the ordinary shareholders are eligible to receive the remaining assets of the Company after payment of all preferential amounts, in proportion to their shareholding.
- c) The Company does not have any Holding Company/ultimate Holding Company.
- d) Details of shareholders holding more than 5% shares in the Company :

<u>Ordinary Shares of ₹ 10/- each fully paid</u>	<u>As at 31st March, 2015</u>		<u>As at 31st March, 2014</u>	
	<u>No. of Shares</u>	<u>% Holding</u>	<u>No. of Shares</u>	<u>% Holding</u>
Hindustan Medical Institution	71,59,460	9.30	71,59,460	9.30
Vindhya Telelinks Limited	63,80,243	8.29	63,80,243	8.29
August Agents Limited	60,15,912	7.81	60,15,912	7.81
Insilco Agents Limited	60,04,080	7.80	60,04,080	7.80
Laneseda Agents Limited	59,94,680	7.78	59,94,680	7.78
The Punjab Produce & Trading Co. (P) Limited	45,20,572	5.87	45,20,572	5.87
Life Insurance Corporation of India	39,48,117	5.13	39,48,117	5.13

- e) No Ordinary Shares have been reserved for issue under options and contracts/commitments for the sale of shares/disinvestment as at the Balance Sheet date.
- f) No shares have been allotted or bought back by the Company during the period of 5 years preceding the date as at which the Balance Sheet is prepared.
- g) No securities convertible into Equity/Preference shares have been issued by the Company during the year.
- h) No calls are unpaid by any Director or Officer of the Company during the year.

(₹ in lacs)

2.2 : RESERVES AND SURPLUS

Capital Reserves

Surplus on Amalgamation

As per last Financial Statements

105.08

105.08

On Consolidation

213.32

213.32

Others

As per last Financial Statements

199.31

199.31

Debenture Redemption Reserve

As per last Financial Statements

7925.00

6275.00

Add : Transferred from Surplus

1150.00

1650.00

Less : Transferred to General Reserve on redemption of Debentures

2500.00

—

6575.00

7925.00

Revaluation Reserve

As per the last Financial Statements

733.46

735.50

Less : Adjustments in respect of sales/discard of Fixed Assets

13.12

—

Less : Transfer to the Statement of Profit and Loss being difference

—

2.04

of depreciation on revalued cost of assets and on the original cost

720.34

733.46

Foreign Currency Translation Reserve

As per last Financial Statements

6.56

4.79

Add : Addition during the year

—

1.77

Less : Due to Cessation of Foreign Subsidiary

6.56

—

—

6.56

General Reserve

As per last Financial Statements

216335.84

215035.84

Add : Transferred from Debenture Redemption Reserve

2500.00

—

Less : Adjustment due to transitional provision of Schedule II of Cos Act, 2013
(Net of Deferred Tax Assets of ₹ 444.30)

895.62

—

Add : Transferred from Surplus

10,000.00

1300.00

227940.22

216335.84

Foreign Currency Monetary Item Translation Difference Account

As per last Financial Statements

33.24

—

Exchange Gain/(Loss) during the year

(1712.64)

(2579.14)

Less : Amortisation during the year (Refer Note No. 2.26)

441.21

2612.38

(1238.19)

33.24

Surplus

As per last Financial Statements

19655.31

15028.55

Less : Due to Cessation of Foreign Subsidiary (Refer Note No. 1.3)

(21.32)

—

Less : Adjustment due to transitional provision of Schedule II of Cos Act, 2013

8.89

—

Add : Profit for the year

17523.92

12982.30

37191.66

28010.85

Less : Appropriations

Debenture Redemption Reserve

1150.00

1650.00

Proposed Final Dividend

4620.32

4620.32

Corporate Dividend Tax on Proposed Final Dividend

940.59

785.22

General Reserve

10000.00

1300.00

16710.91

8355.54

Net Surplus

20480.75

19655.31

254995.83

245207.12

(₹ in lacs)

2.3 : MINORITY INTEREST

As at 31st March, 2015

As at 31st March, 2014

1.35

1.32

2.4 : LONG-TERM BORROWINGS

**Non-Convertible Debentures (NCD) (Secured)
(Face Value of ₹10,00,000/- each)**

	As at 31st March, 2015	As at 31st March, 2014	As at 31st March, 2015	As at 31st March, 2014
1300 (Previous Year : 1300) 9.05% NCD 2020	13000.00	13000.00	—	—
1500 (Previous Year : 1500) 9.10% NCD 2020	15000.00	15000.00	—	—
1200 (Previous Year : 1200) 8.80% NCD 2017	12000.00	12000.00	—	—
Nil (Previous Year : 1000) 8.65% NCD 2015	—	—	—	10000.00
	<u>40000.00</u>	<u>40000.00</u>	<u>—</u>	<u>10000.00</u>

Term Loans (Secured)

Rupee Loans from Bank	400.00	—	—	—
Foreign Currency Loans from Banks	69778.17	51630.90	5956.88	22188.53
	<u>70178.17</u>	<u>51630.90</u>	<u>5956.88</u>	<u>22188.53</u>
Total Secured Borrowings	<u>110178.17</u>	<u>91630.90</u>	<u>5956.88</u>	<u>32188.53</u>

Amount disclosed under the head "Other Current Liability"
(See Note No. 2.10)

	<u>—</u>	<u>—</u>	<u>(5956.88)</u>	<u>(32188.53)</u>
	<u>110178.17</u>	<u>91630.90</u>	<u>—</u>	<u>—</u>

a) Non-Convertible Debentures are redeemable fully at par as under :

- 9.05% NCD 2020 on 13th October, 2020;
- 9.10% NCD 2020 on 29th March, 2020;
- 8.80% NCD 2017 on 6th February, 2017;

The Debentures are secured by first charge on the movable and immovable fixed assets of the Company's Cement Division, ranking pari-passu with the term lenders except Rupee Loan for Jute Division.

b) Rupee Loans from Bank are repayable as under :-
₹ 400.00 (P.Y. ₹ Nil) repayable in November, 2017.

The above loan is secured by hypothecation of plant and machineries purchased/to be purchased of the Company's Jute Division.

c) Foreign Currency Loans from Banks are repayable as under:-

- ₹ 6979.55 (P.Y ₹ 7907.43) repayable in remaining eleven semi-annual instalments.

The above loan is secured by first charge on the movable and immovable fixed assets of the Company's Cement Units at Chanderia (Rajasthan), ranking pari-passu with Debenture holders and other term lenders except Rupee Loan for Jute Division.

- ₹ 43753.50(P.Y. ₹ 20972.00) includes ₹ 4687.88 repayable in September, 2015, ₹ 4687.88 repayable in September, 2016, ₹ 7813.12 repayable in September, 2017, ₹ 10938.37 repayable in September, 2018 and ₹ 15626.25 repayable in September, 2019.
- ₹ 15626.25 (P.Y. ₹14980.00) includes ₹ 4687.87 repayable in July/August, 2016 and ₹10938.38 repayable in December, 2016/January, 2017.
- ₹ 9375.75 (P.Y. ₹ 8988.00) includes ₹ 1250.10 repayable in March, 2018, ₹ 2500.20 repayable in June, 2018, ₹ 1875.15 repayable in September, 2018 and ₹ 3750.30 repayable in December, 2018.

The above loans are secured/are to be secured by first charge on the movable and immovable fixed assets of the Company's Cement Division, ranking pari-passu with Debenture holders and other term lenders except Rupee Loan for Jute Division.

(₹ in lacs)

	<u>As at 31st March, 2015</u>		<u>As at 31st March, 2014</u>	
2.5 : DEFERRED TAX LIABILITIES (NET)				
Deferred Tax Liabilities (Net)				
Arising on account of :				
Depreciation		32672.26		30521.76
Less : Deferred Tax Assets				
Arising on account of :				
Section 43B of Income-Tax Act	6951.90		5019.86	
Others	<u>1343.94</u>	8295.84	<u>1994.57</u>	7014.43
Deferred Tax Liabilities (Net)		<u>24376.42</u>		<u>23507.33</u>

During the year the Group has recognised Deferred Tax Assets of ₹ 336.16 (P.Y. ₹ 226.60) on long term capital loss to the extent there is a certainty of reversal of the same in due course.

2.6 : OTHER LONG-TERM LIABILITIES

Trade Payables

For Goods and Services	0.27	0.27
	<u>0.27</u>	<u>0.27</u>

Other Liabilities

Liabilities under Litigation	38968.66	32895.95
Less : Paid under protest	<u>19913.03</u>	<u>17085.92</u>
Trade and Security Deposits	15766.50	12557.46
Other Payables	495.54	495.13
	<u>35317.67</u>	<u>28862.62</u>
	<u>35317.94</u>	<u>28862.89</u>

2.7 : PROVISIONS

	Long-term		Short-term	
	As at	As at	As at	As at
	31st March, 2015	31st March, 2014	31st March, 2015	31st March, 2014
Provision for Employee Benefits	2325.22	1909.36	1809.17	1460.64
Other Provisions				
Provisions for Taxation (Net of Payments)	792.55	805.81	—	—
Proposed Dividend	—	—	4620.32	4620.32
Corporate Dividend Tax	—	—	940.59	785.22
	<u>792.55</u>	<u>805.81</u>	<u>5560.91</u>	<u>5405.54</u>
	<u>3117.77</u>	<u>2715.17</u>	<u>7370.08</u>	<u>6866.18</u>

(₹ in lacs)

As at 31st March, 2015

As at 31st March, 2014

2.8 : SHORT-TERM BORROWINGS

Working Capital Borrowings

From Banks

Rupee Loans (Secured)	1770.36	3661.98
Buyers Credit and Packing Credit in Foreign Currency (Secured)	795.56	—
Buyers Credit and Packing Credit in Foreign Currency (Unsecured)	4353.11	1344.65

From Others

Collateralised Borrowing and Lending Obligation (Secured)	6500.00	6500.00
	<u>13419.03</u>	<u>11506.63</u>

Deposits

Staff and Other Deposits (Unsecured)	<u>—</u>	<u>838.24</u>
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Other Loans & Advances

Buyers Credit in Foreign Currency (Secured)	—	1311.37
Buyers Credit in Foreign Currency (Unsecured)	663.71	2654.25
	<u>663.71</u>	<u>3965.62</u>
	<u>14082.74</u>	<u>16310.49</u>

The above amount includes

Secured Borrowings	9065.92	11473.35
Unsecured Borrowings	5016.82	4837.14
	<u>14082.74</u>	<u>16310.49</u>

- i) Working Capital Rupee Loans of ₹1770.36 (P.Y. ₹ 1882.36) from banks are secured by hypothecation of Current Assets, viz, Raw Materials, Stock-in-Trade, Consumable Stores and Book Debts, both present & future, and further by way of second charge on movable and immovable fixed assets of the Group's Cement Division.
- ii) Buyers Credit & Packing Credit in Foreign Currency of ₹ 795.56 (P.Y. ₹ 1311.37) is secured against lien on certain Units of Mutual Funds.
- iii) Collateralised Borrowing and Lending Obligation is secured by deposit of certain Government Securities.

2.9 : TRADE PAYABLES

For Goods and Services	18808.65	15466.93
	<u>18808.65</u>	<u>15466.93</u>

2.10 : OTHER CURRENT LIABILITIES

Current maturities of Long-Term Debt (See Note No 2.4)	5956.88	32188.53
Interest accrued but not due on Borrowings	772.57	1001.73
Interest accrued and due on Borrowings	3.48	—
Unpaid and unclaimed dividends	129.92	121.58
Statutory Dues	2956.80	2791.57
Employees related Liabilities	936.20	1289.65
Amount Payable for Capital Goods	2476.67	2357.13
Trade and Security Deposits	15.65	27.91
Advance Received from Customers	6120.52	5969.80
Other Payables (includes rebate & discounts)	4181.54	4230.91
	<u>23550.23</u>	<u>49978.81</u>

CONSOLIDATED FINANCIAL STATEMENTS

(₹ in lacs)

NOTE 2.11 : FIXED ASSETS

Description	GROSS BLOCK					DEPRECIATION				NET BLOCK		
	Cost/Value	Additions	Deductions	Other	Cost/Value	Upto	Deductions/		Upto	As at	As at	
	as at	during			as at		Provided	Adjustments				Upto
	31st March,	the			during		31st March,	31st March,				during
	2014	year	the year	Adjustment	2015	2014	the year	the year	2015	2015	2014	
Tangible Assets :												
Land												
Leasehold	2539.87	–	–	–	2539.87	1981.47	70.99	–	2052.46	487.41	558.40	
Freehold	4863.41	2886.77	52.51	–	7697.67	–	–	–	–	7697.67	4863.41	
Sub Total :	7403.28	2886.77	52.51	–	10237.54 (a)	1981.47	70.99	–	2052.46	8185.08	5421.81	
Buildings	21699.04	2208.81	47.57	113.99	23974.27 (a)	8562.85	625.42	404.25	9592.52	14381.75	13136.19	
Plant & Machinery	257274.21	14191.82	1550.91	2726.70	272641.82	92833.93	13619.34	-274.41	106178.86	166462.96	164440.28	
Furniture & Fittings	1299.59	126.58	4.48	–	1421.69	850.49	62.74	0.61	913.84	507.85	449.10	
Vehicles	1922.03	267.57	93.76	–	2095.84	903.88	236.10	-80.74	1059.24	1036.60	1018.15	
Office Equipment	3220.42	242.34	87.86	3.01	3377.91	1752.14	494.88	187.83	2434.85	943.06	1468.28	
Livestock	11.39	–	–	–	11.39	–	–	–	–	11.39	11.39	
Railway Sidings	1371.60	354.34	–	45.60	1771.54	671.15	78.17	-0.15	749.17	1022.37	700.45	
Total :	294201.56	20278.23	1837.09	2889.30	315532.00	107555.91	15187.64	237.39	122980.94	192551.06	186645.65	
Intangible Assets :												
Goodwill	15.28	–	–	–	15.28	–	–	–	–	15.28	15.28	
Computer Software	611.53	13.59	–	–	625.12	248.19	187.20	–	435.39	189.73	363.34	
Total :	626.81	13.59	–	–	640.40	248.19	187.20	–	435.39	205.01	378.62	
Grand Total :	294828.37	20291.82	1837.09	2889.30	316172.40	107804.10	15374.84	237.39	123416.33	192756.07	187024.27	
Previous Year :	269310.09	23654.37	1331.93	3195.84	294828.37	95464.58	13307.53	(968.01)	107804.10	187024.27		

- (a) Includes ₹ 8.85 in Land and ₹ 915.26 in Building under co-ownership basis and also ₹ 0.15 being value of investments in Shares of a Private Ltd.Co.
- (b) Assets of the Cement Division were revalued during the year ended 31.03.85 and that of other units during the year ended 31.03.89 at 'net current value' on the basis of valuation report made by valuers and the amount added on such revaluation were ₹ 7376.84 and ₹ 2006.35 respectively.
- (c) Other adjustment includes adjustment on account of finance costs & foreign exchange differences pursuant to exercising option under paragraph 46A(1) of Accounting Standard-11 relating to "The Effects of Changes in Foreign Exchange Rates" as notified by the Ministry of Corporate Affairs on 29th December, 2011, ₹ 5036.22 remain unamortised as on 31st March 2014.
- (d) Effective from 1st April, 2014 the company has charged depreciation based on the remaining useful life of the assets as per the requirement of Schedule II of the Companies Act, 2013. Due to above, depreciation charged for the year ended 31st March, 2015 is higher by ₹ 1565.30.
- (e) Deductions/ Adjustments under Depreciation includes ₹ 1353.67 adjusted with retained earnings related to assets whose remaining useful life was Nil as on 01/04/2014 based on transitional provision of Schedule II of Companies Act, 2013.
- (f) Remaining useful life of Buildings, which are not depreciated fully on April 1, 2014, has been estimated from 12-19 years in Budge Budge Floor Covering Limited, one of the subsidiaries considered for consolidation.

				(₹ in lacs)	
As at	As at	As at	As at	As at	As at
31st March, 2015	31st March, 2014	31st March, 2015	31st March, 2014	31st March, 2015	31st March, 2014
2.12 : NON-CURRENT INVESTMENTS					
Number of Shares / Securities / Bonds / Units					
		TRADE INVESTMENTS - LONG-TERM			
		(Valued at cost unless otherwise stated)			
		FULLY PAID SHARES/SECURITIES/BONDS/UNITS			
		(Face Value of ₹10/- each unless otherwise stated)			
		EQUITY SHARES IN SUBSIDIARY COMPANIES - UNQUOTED			
1,699	1,699	Birla Corporation Cement Mfg PLC (Face Value of Ethiopian Birr 1,000/- each)		—	—
		(Net of provision of ₹ 45.22 , Previous Year ₹ Nil)		—	—
		OTHER INVESTMENTS - LONG-TERM			
		(Valued at cost unless otherwise stated)			
		INVESTMENT PROPERTY			
		(At cost less accumulated depreciation/dimuntion)			
		Cost of Land & Building		51.06	51.06
		Less : Accumulated depreciation/dimuntion		41.61	41.31
		Net Block		9.45	9.75
		EQUITY SHARES IN ASSOCIATE COMPANIES - UNQUOTED			
4,910	4,910	Birla Odessa Industries Pvt. Ltd.		—	—
5,000	5,000	Birla Readymix (P) Ltd.		—	—
		EQUITY SHARES IN CO-OPERATIVE SOCIETIES - UNQUOTED			
250	250	Bally Jute Mills Employees Consumers' Co-operative Stores Ltd.		—	—
		(Net of provision of ₹ 0.03 , Previous Year ₹ 0.03)		—	—
15	15	Gangangiri Park Co-Operative Society Housing Society Ltd.		0.01	0.01
10	10	Twin Star Venus Co-Operative Society Housing Society Ltd.		0.01	0.01
				0.02	0.02
		EQUITY SHARES IN OTHER COMPANIES			
		QUOTED			
9,38,515	9,38,515	Birla Ericsson Optical Ltd.		469.18	469.18
2,121	2,121	Birla Precision Technologies Ltd. (Face Value of ₹ 2/- each)		0.18	0.18
18,07,660	18,07,660	Century Textiles & Industries Ltd.		940.94	940.94
600	600	Hindustan Media Ventures Ltd.		0.03	0.03
19,133	19,133	Rameshwara Jute Mills Ltd.		1.20	1.20
4,68,000	4,68,000	Universal Cables Ltd.		106.66	106.66
100	100	Vindhya Telelinks Ltd.		0.06	0.06
6,362	6,362	Zenith Birla (I) Ltd. (Net of provision of ₹ 0.68 , Previous Year ₹ 0.68)		0.02	0.02
				1518.27	1518.27
		UNQUOTED			
24,000	24,000	Birla Buildings Ltd.		2.47	2.47
50	50	Craig Jute Mills Ltd. (Face Value ₹ 3/- each)		—	—
		(Net of provision of ₹ *, Previous Year ₹ *)		—	—
400	400	Eastern Economist Ltd.		0.40	0.40
2250	2250	Elgin Mills Co. Ltd (Net of Provision of ₹ 0.14, Previous Year ₹ 0.14)		—	—
600	600	Industry House Ltd.		0.40	0.40
1	1	Lotus Court Ltd.		0.46	0.46
52,000	52,000	Neosym Industry Ltd.		1.19	1.19
520	520	Woodlands Multispeciality Hospital Ltd.		0.05	0.05
				4.97	4.97
		INVESTMENT IN PREFERENCE SHARES - UNQUOTED			
100	100	Elgin Mills Co. Ltd. (Net of provision of ₹ 0.01 , Previous Year ₹ 0.01)		—	—
		INVESTMENT IN GOVERNMENT SECURITIES - QUOTED			
		(Face Value of ₹ 100/- each)			
25,00,000	25,00,000	8.33% GOI 2036 [a]		2718.75	2718.75
5,00,000	5,00,000	7.35% GOI 2024 [a]		497.80	497.80
10,00,000	10,00,000	7.80% GOI 2021 [a]		933.40	933.40
10,00,000	10,00,000	7.94% GOI 2021 [a]		1047.50	1047.50
1,00,000	1,00,000	6.90% GOI 2019 [a]		99.83	99.83
40,00,000	40,00,000	6.05% GOI 2019 [a]		3791.15	3791.15
				9088.43	9088.43

CONSOLIDATED FINANCIAL STATEMENTS

(₹ in lacs)

As at 31st March, 2015	As at 31st March, 2014		As at 31st March, 2015	As at 31st March, 2014
2.12 : NON-CURRENT INVESTMENTS (Contd.)				
Number of Shares / Securities / Bonds / Units				
		UNQUOTED		
		National Savings Certificate (b) (Face Value of ₹ 17500/-)	0.18	0.18
			0.18	0.18
		INVESTMENT IN BONDS - QUOTED		
		(Face Value of ₹ 10,00,000/- each unless otherwise stated)		
63	63	9.70% IFCI Ltd. 2030	630.00	630.00
1,000	1,000	8.16% Power Finance Corporation Ltd. 2026 (Face Value of ₹ 1,00,000/- each)	217.51	217.51
13	13	9.55% IFCI Ltd. 2025	130.00	130.00
21,751	21,751	8.00% Indian Railways Finance Corporation Ltd. 2022 (Face Value of ₹ 1,000/- each)	247.24	247.24
24,724	24,724	8.20% National Highways Authority of India 2022 (Face Value of ₹ 1,000/- each)	5080.08	5080.08
52,120	52,120	0.00% NABARD Bhavishya Nirman Bond 2019 (Face Value of ₹ 20,000/- each)	552.10	552.10
50	50	11.00% IDBI Bank Ltd. 2018	569.70	569.70
50	50	11.00% Power Finance Corporation Ltd. 2018	262.35	262.35
275	275	6.30% Indian Railway Finance Corporation Ltd. 2017 (Face Value of ₹ 1,00,000/- each)	505.50	505.50
50	50	8.85% Canara Bank 2016	505.25	505.25
50	50	8.90% Konkan Railway Corporation Ltd. 2016	—	5088.77
—	500	8.70% Power Finance Corporation Ltd. 2015	—	1797.09
—	180	8.15% IDFC Ltd. 2015	9699.73	16585.59
		INVESTMENT IN MUTUAL FUNDS - QUOTED		
—	62,50,000	Reliance Fixed Horizon Fund XXII Series 34 Days Growth	—	625.00
6,099,999.00	—	ICICI Prudential Fixed Maturity Plan Series 70-372 Days Plan Direct Plan Growth	610.00	—
			610.00	625.00
		UNQUOTED		
7,200	7,200	UTI Master Share Unit Scheme-Dividend Plan-Payout	0.60	0.60
1,52,75,105	—	HDFC Medium Term Opportunities Fund Direct Plan - Growth	2000.00	—
1,50,58,045	—	HDFC Short Term Opportunities Fund Direct Plan - Growth	2000.19	—
1,21,40,243	—	IDFC Super Saver Income Fund Medium Term Direct Plan - Growth	2500.00	—
1,17,47,209	—	IDFC Super Saver Income Fund Short Term Direct Plan - Growth	3000.00	—
17,73,186	—	JM Short Term Fund Institutional Plan - Growth	300.00	—
4,05,03,429	—	L & T Short Term Opportunities Direct Plan - Growth	4622.60	—
—	1,76,04,728	HDFC Floating Rate Income Fund Long Term Direct Plan - Growth	—	3925.00
—	1,77,85,703	ICICI Pru Banking and PSU Debt Fund Direct Plan - Growth	—	2500.00
			14423.39	6425.60
		TOTAL NON-CURRENT INVESTMENTS	35354.44	34257.81
		Aggregate Book Value of Quoted Non-Current Investments	20916.43	27817.29
		Aggregate Book Value of Unquoted Non-Current Investments	14438.01	6440.52
			35354.44	34257.81
		Aggregate Market Value of Quoted Non Current Investments	34256.68	33903.86
		Aggregate provision made for diminution in value of Non-Current Investments	46.08	0.86

* Amount is below the rounding off norms adopted by the company.

- Deposited against Collateralized Borrowings and Lending Obligations except 1,000 Bonds of 6.05% GOI 2019 and 1,00,000 Bonds of 7.80% GOI 2021.
- Deposited with Government Department as Security.
- Portion of Long-Term Investments, as defined by Accounting Standard - 13 'Accounting for Investments', which are expected to be realised within twelve months from the Balance Sheet date are disclosed under the head 'Current portion of Long-Term Investments' (See Note No. 2.15).

(₹ in lacs)

2.13 : LOANS AND ADVANCES

Capital Advances

Secured, considered good
Unsecured, considered good

Security Deposits

Secured, considered good
Unsecured, considered good

Loans & Advances to Related Parties

Unsecured, considered good

Provision for doubtful advance

Other Loans and Advances (Unsecured, considered good)

Advance Tax (including TDS) (Net of provisions)
Mat Credit Entitlement
Advance against supply of Goods and Services
Prepaid Expenses
Advance to Employees
Balances with Government & Statutory Authorities
Other Deposits and Advances

Other Loans and Advances (Considered Doubtful)

Other Deposits and Advances (Considered doubtful)
Less : Provision

Loans and Advances to Related Parties include:

- (i) Birla Odessa Industries Private Limited, Associates
- (ii) Birla Readymix Private Limited, Associates
- (iii) Birla Corporation Cement Manufacturing PLC^(a)

^(a)Net of Provision for doubtful advance.

2.14 : OTHER ASSETS

Fixed Deposits maturing after 12 months from Balance Sheet date^[1]
Interest accrued on Deposits
Interest accrued on Investments
Unamortised Ancillary Finance Cost
Incentive and Subsidy Receivable
Less : Provision
Asset held for disposal
Others
Less : Provision

^[1] Includes ₹ 73.90 (Previous Year ₹ 64.28) marked lien in favour of Government Authorities.

	Long-term		Short-term	
	As at 31st March, 2015	As at 31st March, 2014	As at 31st March, 2015	As at 31st March, 2014
Capital Advances				
Secured, considered good	212.53	322.29	—	—
Unsecured, considered good	1440.88	2204.89	—	—
	<u>1653.41</u>	<u>2527.18</u>	<u>—</u>	<u>—</u>
Security Deposits				
Secured, considered good	0.18	0.18	—	—
Unsecured, considered good	3055.94	2818.73	41.66	52.23
	<u>3056.12</u>	<u>2818.91</u>	<u>41.66</u>	<u>52.23</u>
Loans & Advances to Related Parties				
Unsecured, considered good	—	—	4.09	—
	—	—	4.09	—
Provision for doubtful advance	—	—	(4.09)	—
	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>
Other Loans and Advances (Unsecured, considered good)				
Advance Tax (including TDS) (Net of provisions)	4918.43	4283.25	—	—
Mat Credit Entitlement	9189.57	7697.77	—	—
Advance against supply of Goods and Services	—	—	5922.48	3748.55
Prepaid Expenses	20.14	79.27	307.25	238.64
Advance to Employees	31.11	34.72	165.20	134.13
Balances with Government & Statutory Authorities	52.34	74.14	3847.55	3819.13
Other Deposits and Advances	3757.02	3075.36	102.29	69.49
	<u>17968.61</u>	<u>15244.51</u>	<u>10344.77</u>	<u>8009.94</u>
Other Loans and Advances (Considered Doubtful)				
Other Deposits and Advances (Considered doubtful)	152.03	152.03	12.85	—
Less : Provision	152.03	152.03	12.85	—
	<u>22678.14</u>	<u>20590.60</u>	<u>10386.43</u>	<u>8062.17</u>
Loans and Advances to Related Parties include:				
	Balance		Maximum Outstanding	
	As at March 31, 2015	As at March 31, 2014	For the year ended March 31, 2015	For the year ended March 31, 2014
(i) Birla Odessa Industries Private Limited, Associates	—	—	0.02	0.16
(ii) Birla Readymix Private Limited, Associates	—	—	2.00	0.16
(iii) Birla Corporation Cement Manufacturing PLC ^(a)	—	—	4.13	—
Non-Current				
	As at March 31, 2015	As at March 31, 2014	As at March 31, 2015	As at March 31, 2014
Fixed Deposits maturing after 12 months from Balance Sheet date ^[1]	73.90	64.28	—	—
Interest accrued on Deposits	11.98	12.63	1411.96	1928.47
Interest accrued on Investments	2145.91	1992.64	1337.98	981.97
Unamortised Ancillary Finance Cost	627.56	879.65	253.12	255.88
Incentive and Subsidy Receivable	143.65	143.65	12025.61	9718.76
Less : Provision	(143.65)	(143.65)	—	—
Asset held for disposal	—	—	128.24	143.44
Others	374.72	383.47	1252.77	289.80
Less : Provision	(11.48)	(11.37)	—	—
	<u>3222.59</u>	<u>3321.30</u>	<u>16409.68</u>	<u>13318.32</u>

CONSOLIDATED FINANCIAL STATEMENTS

(₹ in lacs)

As at 31st March, 2015	As at 31st March, 2014		As at 31st March, 2015	As at 31st March, 2014
2.15 : CURRENT INVESTMENTS				
Number of Shares / Securities / Bonds / Units				
		CURRENT INVESTMENTS (Valued at cost unless otherwise stated)		
		FULLY PAID SHARES/SECURITIES/BONDS/UNITS (Face Value of ₹10/- each unless otherwise stated)		
		CURRENT PORTION OF LONG-TERM INVESTMENTS AS PER ACCOUNTING STANDARD (AS)-13 [a]		
		INVESTMENT IN BONDS - QUOTED (Face Value of ₹ 10,00,000/- each unless otherwise stated)		
-	250	8.40% ONGC Videsh Ltd. 2014	-	2480.03
500	-	8.70% Power Finance Corporation Ltd. 2015	5088.77	-
180	-	8.15% IDFC Ltd. 2015	1797.09	-
		6885.86	2480.03	
		INVESTMENTS IN MUTUAL FUNDS		
		QUOTED		
62,50,000	-	Reliance Fixed Horizon Fund XXII Series 34 - Growth [b]	625.00	-
51,54,220	60,00,000	Reliance Fixed Horizon Fund XXII Series 29 - Growth [b]	515.42	600.00
1,50,00,000	1,50,00,000	Reliance Fixed Horizon Fund XXII Series 26 - Growth [b]	1500.00	1500.00
1,67,89,651	2,00,00,000	Reliance Fixed Horizon Fund XXII Series 21 - Growth [b]	1678.97	2000.00
1,50,00,000	1,50,00,000	IDFC Fixed Tem Plan Series 2 - Growth [b]	1500.00	1500.00
1,00,00,000	-	ICICI Pru Fixed Maturity Plan Series 74-370 Days Plan S Direct Plan Cumulative	1000.00	-
2,00,00,000	-	Religare Invesco Fixed Maturity Plan-Series 23-Plan N (367 Days)-Direct Plan - Growth	2000.00	-
2,76,40,684	-	Reliance Interval Fund Series 8-Direct Plan - Growth	3000.00	-
50,00,000	-	ICICI Pru Fixed Maturity Plan Series 74-369 Days Plan L .Direct Plan Cumulative	500.00	-
50,00,000	-	Reliance Fixed Horizon Fund-XXVI Series 25 -Direct Plan - Growth	500.00	-
50,00,000	-	ICICI Pru Fixed Maturity Plan Series 74-367 Days Plan N Direct Plan Cumulative	500.00	-
-	3,00,00,000	Reliance Fixed Horizon Fund -XXVI Series 6 Direct Plan	-	3000.00
-	3,50,00,000	HDFC Fixed Maturity Plan 366D March 2014(2) Series 31 Regular - Growth	-	3500.00
-	1,99,99,990	Sundaram Fixed Maturity Plan FJ - 365 days Regular - Growth	-	2000.00
-	1,32,69,990	DSP Blackrock Fixed Maturity Plan Series 151 12 M Regular Plan - Growth	-	1327.00
-	2,00,00,000	UTI Fixed Term Income Fund Series XVII XX (369) Days Direct Plan - Growth	-	2000.00
-	1,50,00,000	DWS Fixed Maturity Plan Series 55 Direct Plan - Growth	-	1500.00
-	2,00,00,000	HDFC Fixed Maturity Plan 369D March 2014 (2) Series 29 Regular - Growth	-	2000.00
-	2,00,00,000	ICICI Pru Fixed Maturity Plan Series 73 369 Days Plan H Direct Plan - Growth	-	2000.00
-	1,50,00,000	Tata Fixed Maturity Plan Series 46 Secheme S Direct Plan - Growth	-	1500.00
-	1,82,70,847	Reliance Yearly Interval Fund Series 4 Direct Plan - Growth	-	2000.00
-	80,00,000	Reliance Interval Fund II Series I Direct Plan - Growth	-	800.00
-	3,99,99,999	ICICI Pru Fixed Maturity Plan Series 70 372 Days Plan L Direct Plan - Growth	-	4000.00
-	50,00,000	IDBI Fixed Maturity Plan - Series III - 366 Days M Direct Plan - Growth	-	500.00
-	30,00,000	UTI Fixed Term Income Fund Series XVI VII (366 Days) Direct Plan - Growth	-	300.00
-	1,50,00,000	Kotak Fixed Maturity Plan Series 99 Direct Plan - Growth	-	1500.00
-	1,50,00,000	DSP Blackrock Fixed Maturity Plan Series 103 - 12M Direct Plan - Growth	-	1500.00
-	1,00,00,000	UTI Fixed Term Income Fund Series XIII IV (546 Days) Direct Plan - Growth	-	1000.00
-	50,00,000	HDFC Fixed Maturity Plan 566D December 2012 (1) Growth Series 24	-	500.00
-	75,00,000	UTI Fixed Term Income Fund Series XIII III (549 Days) - Growth	-	750.00
-	80,00,000	Reliance Fixed Horizon Fund XXII Series 33 - Growth	-	800.00
-	2,00,00,000	L&T Fixed Maturity Plan VII January 507D A Direct Plan - Growth	-	2000.00
-	3,00,00,000	JP Morgan India Fixed Maturity Plan Series 13 Direct Plan - Growth	-	3000.00
-	5,00,02,626	JP Morgan India Fixed Maturity Plan Series 12 Growth Direct Plan	-	5000.26
-	26,00,000	HDFC Fixed Maturity Plan 526D December 2012(1) Growth Series 24	-	260.00
-	70,00,000	ICICI Pru Fixed Maturity Plan Series 65 488 Days Plan D - Growth	-	700.00
-	1,00,00,000	ICICI Pru Fixed Maturity Plan Series 65 502 Days Plan C Cumulative	-	1000.00
-	2,50,00,000	Reliance Fixed Horizon Fund XXI Series 37 - Growth	-	2500.00
-	1,50,00,000	Reliance Fixed Horizon Fund XXII Series 38 Direct Plan - Growth	-	1500.00
-	20,00,000	UTI Fixed Term Income Fund Series XIV IV (408 Days) Direct Plan - Growth	-	200.00
-	1,00,02,277	Kotak Fixed Maturity Plan Series 98 - Growth	-	1000.23
		13319.39	55237.49	

As at 31st March, 2015	As at 31st March, 2014		As at 31st March, 2015	(₹ in lacs) As at 31st March, 2014
2.15 : CURRENT INVESTMENTS (Contd.)				
Number of Shares / Securities / Bonds / Units				
		UNQUOTED		
1,06,54,696	1,06,54,696	IDFC Dynamic Bond Fund Direct Plan - Growth	1500.00	1500.00
67,88,958	67,88,958	SBI Dynamic Bond Fund Direct Plan - Growth	1000.00	1000.00
1,95,65,336	1,95,65,336	AXIS Short Term Fund Direct Plan - Growth	2500.00	2500.00
51,32,759	51,32,759	DWS Premier Bond Fund Direct Plan - Growth	1000.00	1000.00
2,42,80,802	2,42,80,802	HDFC Medium Term Opportunities Fund - Growth	3000.00	3000.00
1,59,50,143	3,12,25,248	HDFC Medium Term Opportunities Fund Direct Plan - Growth [c]	2000.00	4000.00
2,36,25,210	3,29,92,058	HDFC Short Term Opportunities Fund Direct - Growth	3000.00	4200.21
1,05,48,418	1,66,64,742	IDFC Super Saver Income Fund Short Term Direct Plan - Growth	2500.00	4000.00
22,86,948	22,86,948	Reliance Short Term Fund Direct Plan - Growth	500.00	500.00
1,57,092	1,57,092	Religare Invesco Short Term Fund Direct Plan - Growth (Formerly Religare Short Term Fund Direct Plan - Growth)	2500.00	2500.00
2,96,88,126	2,96,88,126	SBI Short Term Fund Direct Plan - Growth	4000.00	4000.00
74,18,067	74,18,067	UTI Short Term Income Fund Institutional Option - Growth	1000.00	1000.00
39,406	39,406	L&T Cash Fund Direct Plan - Growth	400.00	400.00
86,87,245	86,87,245	UTI Short Term Income Fund Institutional Option Direct Plan - Growth	1,216.03	1216.03
–	1,21,40,243	IDFC Super Saver Income Fund Medium Term Direct Plan - Growth	–	2500.00
–	91,46,118	IDFC Banking Debt Fund-Direct - Growth	–	1000.00
–	52,63,544	HDFC Floating Rate Income Fund Long Term Plan Direct Plan - Growth	–	1075.00
–	17,73,186	JM Short Term Fund Direct Plan - Growth	–	300.00
–	4,05,03,429	L&T Short Term Opportunities Fund Direct Plan - Growth	–	4622.60
			26116.03	40313.84
		TOTAL CURRENT PORTION OF LONG-TERM INVESTMENTS AS PER AS-13	46321.28	98031.36
		OTHER CURRENT INVESTMENTS		
		INVESTMENTS IN MUTUAL FUNDS		
		UNQUOTED		
1,284	–	Axis Banking Debt Fund Direct Plan - Growth	3076.00	–
33,72,121	–	ICICI Money Market Fund Direct Plan - Growth	6508.00	–
72,394	–	IDFC Cash Fund Growth Direct Plan	1230.00	–
44,300	–	Kotak Liquid Fund Plan A Direct Plan - Growth	1257.00	–
18,158	–	L&T Liquid Fund Direct Plan - Growth	347.01	–
43,995	–	Reliance Liquid Fund Tp Direct Plan - Growth	1500.00	–
1,56,451	–	Religare Invesco Liquid Fund Direct Plan - Growth	3000.00	–
60,795	–	Axis Treasury Advantage Fund Direct - Growth	950.00	–
6,36,29,878	–	HDFC Banking & Psu Debt Fund Direct Plan - Growth	7007.39	–
2,22,41,449	–	IDFC Money Manager Fund Tp Direct Plan - Growth	4920.00	–
37,745	–	L&T Cash Fund Direct Plan - Growth	414.00	–
5,27,463	–	Reliance Money Manager Fund Direct Growth Plan Growth Option	10005.27	–
1,38,61,193	–	Reliance Medium Term Fund-Direct Plan Growth Plan	4000.00	–
1,73,05,746	–	HDFC Floating Rate Income Fund -Short Term Plan-Direct Plan Growth	4000.00	–
47,16,937	–	L & T Ultrashort Term Fund Direct Plan Bonus Plan	1000.00	–
617	1,001	Reliance Money Manager fund -Retail Option-Growth Plan	6.29	10.32
–	625	Reliance Liquid Fund-Treasury plan-Retail option -Growth Option(LF-GP)	–	1.15
–	87,525	ICICI Liquid Fund Direct Plan - Growth	–	166.00
			49220.96	177.47

a) Portion of Long-Term Investments, as defined by Accounting Standard - 13 'Accounting for Investments', which are expected to be realised within twelve months from the Balance Sheet date are disclosed as 'Current portion of Long-Term Investments'.

b) Lien Marked in favour of Banks.

c) 70,00,000 units of HDFC Medium Term Opportunities Fund Direct Plan - Growth have been pledged as margin money of Future contracts.

(As valued and certified by the Management)

INVENTORIES (As valued and certified by the Management)	As at March 31, 2015	As at March 31, 2014
Raw Materials (Including Goods in transit ₹ 579.48, Previous Year ₹ 552.42)	6595.14	4780.49
Works in Progress	11122.27	6878.11
Finished Goods (Including Goods in transit ₹ 605.27, Previous Year ₹ 252.39)	11155.95	11401.23
Stores and Spares etc. (Including Goods in transit ₹ 136.55, Previous Year ₹ 118.32)	26380.88	28500.28
	55254.24	51560.11

Details of Inventories :	Finished Goods		Work-in-Progress	
	As at	As at	As at	As at
	31st March,2015	31st March,2014	31st March,2015	31st March,2014
Cement	7300.62	7404.20	10621.83	6323.04
Jute	3380.44	3537.86	315.77	350.60
Others	474.89	459.17	184.67	204.47
	11155.95	11401.23	11122.27	6878.11

TRADE RECEIVABLES	Non-Current		Current	
	As at 31st March,2015	As at 31st March,2014	As at 31st March,2015	As at 31st March,2014
Outstanding for a period exceeding six months				
Secured, considered good	–	–	387.88	451.16
Unsecured, considered good	–	–	501.63	505.94
Doubtful	1009.56	830.79	–	–
	1009.56	830.79	889.51	957.10
Provision for doubtful receivables	1009.56	830.79	–	–
	–	–	889.51	957.10
Other Receivables				
Secured, considered good	–	–	1638.60	1700.43
Unsecured, considered good	–	–	6284.39	4813.61
	–	–	7922.99	6514.04
	–	–	8812.50	7471.14

	(₹ in lacs)	
	As at 31st March, 2015	As at 31st March, 2014
2.18 : CASH AND BANK BALANCES		
Cash and Cash Equivalents		
Balances With Banks		
In Current Account	2469.69	3542.93
In Fixed Deposit Accounts with original maturity of less than three months	1,452.00	–
Cheques/drafts on hand and Remittances in transit	3146.78	2964.34
Cash in hand	22.08	15.10
	<u>7090.55</u>	<u>6522.37</u>
Other Bank Balances		
Balance in Unpaid Dividend Account	129.92	121.58
Earmarked balances with Banks - Fixed Deposit	–	1500.00
Balances with Bank held as margin money/ security	279.30	265.07
Fixed Deposit with Banks with maturity period for more than 12 months	84.14	77.02
Other Fixed Deposit with Banks ^[1]	39217.96	41748.38
	<u>39711.32</u>	<u>43712.05</u>
	46801.87	50234.42
^[1] Includes ₹ 7.76 marked lien in favour of Govt. Authorities		
	For the year ended 31st March, 2015	For the year ended 31st March, 2014
2.19 : REVENUE FROM OPERATIONS (GROSS)		
Sale of Products (including Export Sales ₹ 6269.43, Previous Year ₹ 7361.93)	361910.28	341666.21
Own Consumption	1542.67	1544.85
	<u>363452.95</u>	<u>343211.06</u>
Other Operating Revenues		
Incentives & Subsidies	4470.40	3205.56
Export Benefits	206.83	213.65
Miscellaneous Sale	945.60	950.71
Insurance and Other Claims (Net)	141.05	211.24
	<u>5763.88</u>	<u>4581.16</u>
	<u>369216.83</u>	<u>347792.22</u>
Details of Sale of Products		
Cement	340564.42	319573.11
Jute	21241.72	22007.57
Others	104.14	85.53
	<u>361910.28</u>	<u>341666.21</u>
2.20 : OTHER INCOME		
Interest Income		
On Investments		
Long-Term	2381.71	2814.77
On Bank Deposits	3955.09	3889.50
On Other Deposits, etc.	228.84	204.94
Dividend Income		
On Long-Term investments	115.06	110.94
On Current investments	272.17	462.01
Net gain/ (loss) on sale of Investments		
On Long-Term investments	5570.35	3508.89
On Current investments	2164.63	249.45
Other Non Operating Income		
Excess Liabilities and Unclaimed Balances written back	662.32	718.91
Excess Provision written back	–	65.16
Excess Depreciation written back	41.02	87.07
Insurance and Other Claims (Net)	7.14	179.13
Miscellaneous Income	209.42	231.44
	<u>15607.75</u>	<u>12522.21</u>

(₹ in lacs)

	For the year ended 31st March, 2015	For the year ended 31st March, 2014
2.21 : COST OF MATERIALS CONSUMED		
Raw Material Consumed	51030.51	49218.76
	51030.51	49218.76
Details of Raw Material Consumed		
Limestone	25595.14	19949.91
Clinker	1888.99	8277.17
Gypsum	10606.27	8494.83
Slag	4017.61	4021.98
Fly Ash	11479.08	8550.29
Jute	10623.24	10800.65
Others	2779.47	2208.93
	66989.80	62303.76
Less : Lime Stone (Own raising)	15959.29	13085.00
	51030.51	49218.76
2.22 : PURCHASE OF TRADED GOODS		
Traded Goods - Jute Goods	124.42	140.08
	124.42	140.08
2.23 : (INCREASE)/DECREASE IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND TRADED GOODS		
Inventories at the beginning of the year		
Finished Goods	11401.23	12113.70
Work-in-Progress	6878.11	10081.39
	18279.34	22195.09
Inventories at the end of the year		
Finished Goods	11155.95	11401.23
Work-in-Progress	11122.27	6878.11
	22278.22	18279.34
	(3998.88)	3915.75
2.24 : EMPLOYEE BENEFITS EXPENSE		
Salaries & Wages	18971.69	18696.22
Contribution to Provident and Other Funds	1427.29	1439.49
Gratuity Expenses	992.58	940.04
Contribution to Superannuation Fund	351.24	339.86
Staff Welfare Expenses	851.48	747.92
	22594.28	22163.53
Less : Amount Capitalised	22.51	5.64
Less : Amount transferred to Corporate Social Responsibility Expenses	28.30	—
	22543.47	22157.89
2.25 : FINANCE COSTS		
Interest Expenses		
To Debenture Holders	4396.14	4462.50
" Banks on Term Loans, etc.	1661.29	2141.02
" Banks on Working Capital Loans	626.21	707.02
On Deposits & Others	1141.45	998.59
	7825.09	8309.13
Other Borrowing Costs		
Other Financial Charges	278.26	294.77
Applicable net (gain)/loss on foreign currency transactions and translations	170.22	813.30
	8273.57	9417.20
Less : Amount Capitalised	436.31	857.63
	7837.26	8559.57

(₹ in lacs)

2.26 : OTHER EXPENSES

MANUFACTURING EXPENSES

	For the year ended 31st March, 2015	For the year ended 31st March, 2014
Stores, Spare Parts & Packing Materials Consumed	29696.16	29197.09
Power & Fuel	86751.10	76740.28
Royalty & Cess	4573.34	4047.70
Repairs to Buildings	2012.53	1881.41
Repairs to Machinery	4090.02	3343.72
Repairs to Other Assets	359.32	310.58
Freight & Material Handling on Inter Unit Transfer	15960.97	11515.87
Increase/(Decrease) in Excise Duty & Cess on Finished Goods	7.55	(163.00)
Other Manufacturing Expenses	4399.88	3995.01

147850.87

130868.66

SELLING AND ADMINISTRATION EXPENSES

Brokerage & Commission on Sales	1924.66	1779.26
Transport & Forwarding Expenses	58835.95	55241.83
Insurance	298.76	324.35
Rent	1097.40	934.57
Rates & Taxes	673.12	673.19
Development Cess on Cement	56.93	55.10
Advertisement	2057.26	1994.80
Prior Period Items	40.86	160.51
Charity & Donation	32.15	208.62
Corporate Social Responsibility expenses	567.68	—
Auditors' Remuneration -		
Statutory Auditors -		
Audit Fees	24.85	25.12
Tax Audit Fees	5.80	5.80
Limited Review	10.00	10.00
Travelling Expenses	2.11	0.72
Issue of Certificates	10.79	18.58
Cost Auditors -		
Audit Fees	3.00	3.00
Travelling Expenses	0.23	0.21
Loss on sale/discard of Fixed Assets (Net)	64.10	88.24
Net (Gain)/Loss on Foreign currency transaction and translation (Net of capitalisation of ₹ 2105.34, Previous Year ₹ 1881.91)	(132.75)	1024.35
Add : Amortisation of Foreign Currency Monetary Item Translation Difference Account	441.21	308.46
Diminution in value of Non Current Investment		45.25
Provision for doubtful debts/Advances (Net of Prov For Doubtful Debts Written Back ₹ 100.01, Previous Year ₹ Nil)		195.83
Directors' Fees	54.65	10.40
Other Expenses	6975.34	6057.27

221136.05

200522.37

2.27 : DEPRECIATION AND AMORTIZATION EXPENSES

On Tangible Assets	15187.64	13120.31
On Intangible Assets	187.20	187.22
On Investment Property	0.24	0.37
	15375.08	13307.90
Less : Transferred from Reserve on Revaluation	—	2.04

15375.08

13305.86

2.28 : EXCEPTIONAL ITEM

On account of prepayment of Foreign currency loan	—	2642.34
On account of write back of liability relating to rebate of sales tax	—	(1549.15)
On account of Interest on Entry Tax ^(a)	1284.47	—

1284.47

1093.19

(a) Provision of interest on Entry Tax Liability for the period from 2006-07 to 2014-15 made on the basis of demand received from sales tax authorities after dismissal of writ petition by the Hon'ble High Court, Jodhpur, during the year.

CONSOLIDATED FINANCIAL STATEMENTS

(₹ in lacs)

	For the year ended 31st March, 2015	For the year ended 31st March, 2014
2.29 : TAX EXPENSE		
Current Tax for the year	4426.75	3096.65
Less : MAT Credit Entitlement	1491.73	(3086.83)
Current Tax	2935.02	9.82
Deferred Tax	1313.39	2251.22
	4248.41	2261.04
Income Tax for earlier years	(507.75)	-

2.30 Contingent Liabilities not provided for –

(a) Claims/Disputes/Demands not acknowledged as debts –

	2014-15	2013-14
i) Demand notice for levying sales tax on packing material at the rate applicable on cement. Writ petition has been filed and the matter is pending before Hon'ble High Court, Chandigarh.	161.07	161.07
ii) Demand for Water Supply Charges under Rajasthan Irrigation & Drainage Act, 1954. Writ petition has been filed before the Hon'ble High Court, Rajasthan which has granted stay in the matter.	147.16	147.16
iii) Additional U. P. Sales Tax demanded by enhancing the value of cement. The case has been decided by Tribunal in Company's favour. Department has filed revision petition before Hon'ble High Court, Allahabad against order of the Tribunal. The High Court has remanded the case to UP Trade Tax Tribunal.	146.40	146.40
iv) Demand for interest on delayed payment of Entry Tax raised by the U.P. Trade Tax Department, Allahabad. Writ petition has been filed before the Hon'ble High Court, Allahabad which has granted stay in the matter.	132.11	132.11
v) Cenvat Credit taken on Goods Transporting Agency service on the basis of TR-6 challan disallowed. Appeal filed before the Custom, Excise & Service Tax Appellate Tribunal, New Delhi and stay has been granted in the matter.	138.36	138.36
vi) Stamp Duty for registration/execution of deed of certain Limestone Mining Lease. The matter is pending before the Hon'ble Supreme Court.	604.80	604.80
vii) Renewable Energy Surcharge on account of shortfall of energy purchase from renewable energy sources as per Rajasthan Electricity Regulatory Commission notification dt. 23.03.2007. The matter is pending before the Hon'ble High Court, Rajasthan.	1726.67	1726.67
viii) Appeal filed by the Excise Department before Custom, Excise & Service Tax Appellate Tribunal, New Delhi on account of allowance of tolerance limit in weighment of packed cement which was earlier allowed in favour of the Company.	141.93	141.93
ix) Demand of penalty by Sub Divisional Officer, Raghuraj Nagar, for alleged impermissible mining in Village Naina. Writ Petition has been filed and stay has been granted by Hon'ble M.P. High Court, Jabalpur.	1160.00	1160.00
x) Demand under Income Tax Act, 1961 for Assessment Year 2011-12 & 2012-13, the matter is pending before Commissioner of Income Tax (Appeals).	2632.09	2612.01
xi) Demand for Entry Tax and Interest there on under UP VAT Act. Case is pending before Hon'ble supreme court.	3349.99	2912.01
xii) Demand of House Tax under Rajasthan Municipalities (Land and Building Tax) Rules 1961 raised by Municipal Board, Chittorgarh for the period 1987 to 2006. The matter is pending before Hon'ble High Court, Rajasthan.	251.73	251.73
xiii) Demand for Education cess by the Municipal Corporation, Satna. Appeal filed and pending before Hon'ble M.P. High Court, Jabalpur.	118.29	118.29
xiv) Entry Tax as per The West Bengal Tax on Entry of Goods into Local Areas Act, 2012 on the entry of goods in the state of West Bengal. Matter is pending before Hon'ble High Court, Kolkata.	708.56	386.64
xv) Hon'ble High Court, Rajasthan, levied a compensation for alleged damage to the Chittorgarh Fort. Special Leave Petition has been filed before the Hon'ble Supreme Court and stay has been granted in the matter.	450.00	450.00
xvi) Cenvat Credit taken on Steel Items disallowed by Excise Authority which has demanded its recovery together with interest. Appeal filed before the Custom Excise & Service Tax Appellate Tribunal, New Delhi. The Tribunal has remanded the case to Commissioner, Central Excise, Jaipur.	482.76	448.67
xvii) Other Claims/Disputes/Demands (being less than ₹ 100.00) pending in various legal forums in regard to Sales Tax, Excise Duty & Service Tax, Rates & Taxes, E.S.I., Electricity Duty & Surcharge, Electricity Charges, Export Tax and other claims - ₹ 111.83, ₹ 628.32, ₹ 72.06, ₹ 4.91, ₹ 0.56, ₹ 59.49, ₹ 82.96, ₹ 209.07 (Previous Year ₹ 130.86, ₹ 703.99, ₹ 72.06, ₹ 4.91, ₹ 0.56, ₹ 99.15, ₹ 82.96 and ₹ 221.20) respectively.		

(₹ in lacs)

- (b) Disputed amount of ₹ 68.61 [Paid under protest ₹ 68.61] (Previous Year ₹ 68.61 [Paid under protest ₹ 68.61]) in respect of difference of Fuel Cost Adjustment Charges, ₹ 463.60 [Paid under protest ₹ 75.00] (Previous Year ₹ 463.52 [Paid under protest ₹ 75.00]) in respect of demand of Water Supply Charges, ₹ 355.19 [Paid under protest ₹ 137.39] (Previous Year ₹ 355.19 [Paid under protest ₹ 137.39]) in respect of Surcharge on Electricity, ₹ 6790.62 [Paid under protest ₹ 4099.71] (Previous Year ₹ 6790.62 [Paid under protest ₹ 4099.71]) in respect of demand of Royalty on Limestone including interest thereon, ₹ 1799.60 [Paid under protest ₹ 376.00] (Previous Year ₹ 1783.18 [Paid under protest ₹ 370]) in respect of MODVAT/CENVAT claims, ₹ 4516.13 [Paid under protest ₹ 2065.36] (Previous Year ₹ 4047.62 [Paid under protest ₹ 1579.91]) in respect of Sales Tax/VAT, ₹ 24.56 [Paid under Protest ₹ 12.28] (Previous Year ₹ 24.56) [paid under protest ₹ 12.28]) in respect of interest on delayed payment of Entry Tax, ₹ 12.99 [Paid under protest ₹ 2.00] (Previous Year ₹ 12.99 [Paid under protest ₹ 2.00]) in respect of Service Tax, ₹ 3231.51 [Paid under protest ₹ 3231.51] (Previous Year ₹ 4506.15 [Paid under protest ₹ 3651.51]) in respect of Income Tax, ₹ 2887.32 [Paid under protest ₹ 240.32] (Previous Year ₹ 2502.26 [Paid under protest ₹ 22.27]) in respect of Excise Duty have not been provided for as the matters are subjudice, ₹ 29.08 [Paid under protest ₹ 10.76] (Previous Year NIL [Paid under protest NIL]) in respect of Land Diversion Tax impose by Sub Divisional Officer Raghuraj Nagar and NIL [Paid under protest NIL] (Previous Year ₹ 0.33 [Paid under protest ₹ 0.33]) in respect of Other claims.

In respect of above matters, future cash outflows are determinable only on receipt of judgements/decisions pending at various forums/authorities.

- (c) An Appeal has been filed by Budge Budge Floorcoverings Ltd, a subsidiary, before The Division Bench of Hon'ble Calcutta High Court, for award against the Company in respect of Suspension of Work and settlement of charter of demand made by the workers. The Division Bench of Hon'ble Calcutta High Court has stayed the operation of award till further order. The contingent liability could not be ascertained at this stage.
- (d) Bills discounted with Banks remaining outstanding - ₹ 452.55 (Previous Year ₹ 789.81).
- (e) Amount of Customs Duty including interest thereon, which may have to be paid on account of non-fulfillment of Export Obligation under EPCG Scheme and Duty Exemption (Advance Authorisation) Scheme - ₹ 183.53 (Previous Year ₹ 408.01) respectively.

2.31 Commitments

Capital Commitments

Estimated amount of contracts remaining to be executed on Capital Account (Net of advances) and not provided for ₹ 4666.91 (Previous Year ₹ 6529.97).

2.32 Derivative Instruments and Unhedged Foreign Currency Instruments

- (a) Outstanding Forward/Future Contracts booked for the purpose of hedging receivables/firm commitments are USD/INR 12.98 (Previous Year USD/INR 34.79) and payables/firm commitments are USD/INR 190.00 (Previous Year USD/INR 357.66) and EURO/INR 0.00 (Previous Year EURO/INR 14.31). Outstanding Interest rate Swap Contracts booked for the purpose of hedging LIBOR against payables are USD 0.00 (Previous Year 3.14).
- (b) Unhedged foreign currency receivables are USD 3.72 (Previous Year USD 3.12) and EURO 0.00 (Previous Year EURO 0.89) and payables are USD 1131.23 (Previous Year USD 972.64) and EURO 12.77 (Previous Year and EURO 2.67).

2.33 Dues to Micro, Small and Medium Enterprises

The Group has made payments to Micro, Small and Medium Enterprises (MSMEs) as defined in the Micro, Small, Medium Enterprises Development Act, 2006, within the appointed date during the year and there are no MSMEs to whom the Group owes dues on account of principal amount along with interest at the Balance Sheet date, hence no additional disclosures have been made. The above information has been determined to the extent such parties have been identified on the basis of information available with the Group.

2.34 Employee Benefits Expense

In accordance with the revised Accounting Standard -15 i.e. Employee Benefits, the requisite disclosure are as follows :

- (a) The amount recognised as an expense for the Defined Contribution Plans are as under :

	For the year ended 31st March, 2015	For the year ended 31st March, 2014
(i) Provident Fund	65.50	70.35
(ii) Superannuation Fund	351.24	339.86
(iii) Pension Fund	457.77	450.49

- (b) In respect of Defined Benefit Plans, necessary disclosures are as under-

- (i) Benefits are of the following types :

- Every employee who has completed five years or more of service is entitled to gratuity on terms not less favourable than the provisions of the Payment of Gratuity Act, 1972."
- Pension is payable to certain categories of employees as per Company's Pension Scheme;
- Provident Fund (other than government administered) as per the provisions of Employees Provident Funds and Miscellaneous Provisions Act, 1952.

	Gratuity		Pension	
	2014-15	2013-14	2014-15	2013-14
(ii) The amounts recognised in the Balance Sheet are as follows :				
Present value of funded obligations	10825.96	9920.02	-	-
Fair value of plan assets	9609.11	9195.74	-	-
Liabilities in respect of funded obligation	1216.85	724.28	-	-
Present value of unfunded obligations	-	-	92.78	93.23
Unrecognised past service cost	-	-	-	-
Liabilities in respect of unfunded obligation	-	-	92.78	93.23
Total Liabilities	1216.85	724.29	92.78	93.23

CONSOLIDATED FINANCIAL STATEMENTS

(₹ in lacs)

	Gratuity		Pension	
	2014-15	2013-14	2014-15	2013-14
(iii) The amounts recognised in the Statement of Profit and Loss are as follows :				
Current service cost	508.19	466.55	—	—
Interest on obligation	829.97	712.03	7.50	8.21
Expected return on plan assets	(769.53)	(714.43)	—	—
Net actuarial losses/(gains) recognised during the year	423.94	475.89	6.99	(9.84)
Total, included in 'Employee Benefits Expense'	992.58	940.04	14.49	(1.63)
Actual return on plan assets	779.44	717.60	—	—
a) Amount not recognised as an asset, because of the limit prescribed in Accounting Standard-15 (Revised 2005) i.e Employee Benefits ₹ 21.85 (Previous Year ₹ 25.36).				
(iv) Changes in the present value of the defined benefit obligation representing reconciliation of opening and closing balances are as follows :				
Opening defined benefit obligation	9920.02	9522.86	93.23	110.32
Service cost	508.19	466.55	—	—
Interest cost	829.97	712.03	7.50	8.21
Actuarial losses/(gains)	433.68	475.20	6.99	(9.84)
Benefits paid	(865.90)	(1256.62)	(14.94)	(15.46)
Closing defined benefit obligation	10825.96	9920.02	92.78	93.23
(v) Changes in the fair value of plan assets representing reconciliation of the opening and closing balances are as follows :				
Opening fair value of plan assets	9195.74	8238.59	—	—
Expected return	769.53	714.43	—	—
Actuarial gains/(losses)	9.73	(0.69)	—	—
Contribution by employer	500.01	1500.03	—	—
Benefits paid	(865.90)	(1256.62)	—	—
Closing fair value of plan assets	9609.11	9195.74	—	—
a) Fair value of plan assets does not include any amount for Companies own financial instruments or any property occupied by, or other assets used by, the Company to the extent of the information available.				
(vi) The major categories of plan assets as a percentage of total plan assets are as follows :				
Qualifying insurance policy	100%	100%	—	—
(vii) Principal actuarial assumptions at the Balance Sheet date are as follows :				

	2014-15		2013-14	
	Holding Co.	Subsidiary (Budge Budge Floorcoverings Limited)	Holding Co.	Subsidiary (Budge Budge Floorcoverings Limited)
(a) Gratuity				
Discount rate at 31st March	8.00% p.a.	8.00% p.a.	8.75% p.a.	9.00% p.a.
Expected return on plan assets at 31st March	8.50% p.a.	8.00% p.a.	8.50% p.a.	8.00% p.a.
Mortality Rate	IAL (2006-08) Modified ultimate	LIC (1994-96) ultimate	IAL (2006-08) Modified ultimate	LIC (1994-96) ultimate
Salary Escalation	5% to 8%	5%	5% to 8%	5%
Withdrawal Rate	2%	1% to 2% depending on age	2%	1% to 2% depending on age
(b) Pension				
Discount rate at 31st March	8.00% p.a.	—	8.75% p.a.	—

(₹ in lacs)

(viii) Amounts for the current and previous four periods are as follows :

	<u>2014-15</u>	<u>2013-14</u>	<u>2012-13</u>	<u>2011-12</u>	<u>2010-11</u>
Gratuity					
Defined benefit obligation	10794.58	9892.71	9490.50	8021.97	7390.64
Plan assets	9552.04	9146.78	8187.38	7502.19	7311.85
Surplus/(Deficit)	(1242.54)	(745.93)	(1303.12)	(519.78)	(78.79)
Experience gain/(loss) adjustments on plan liabilities	43.25	(329.45)	(129.55)	(991.55)	—
Experience gain/(loss) adjustments on plan assets	6.91	3.17	52.61	43.61	82.45
Pension					
Defined benefit obligation	92.78	93.23	110.32	53.12	42.08
Experience gain/(loss) adjustments on plan liabilities	(3.75)	6.27	(70.42)	(25.43)	(2.96)

- (ix) The Gratuity Scheme is invested in a Group Gratuity-cum-Life Assurance Cash accumulation policy offered by Life Insurance Corporation (LIC) of India and Cap Assure Group Gratuity Scheme offered by SBI Life Insurance Co. Ltd. The information on the allocation of the fund into major asset classes and expected return on each major class are not readily available. The expected rate of return on plan assets is based on market expectations, at the beginning of the period, for returns over the entire life of the related obligation.
- (x) The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.
- (xi) The Holding Company expects to contribute ₹ 1000 (Previous Year ₹ 1000) to its gratuity fund in 2015-16.
- (xii) In respect of provident funds in the nature of defined benefit plans contribution amounting to ₹ 543.11 (Previous Year ₹ 618.02) and the accrued past service liability of NIL (Previous Year NIL) as valued by the actuary is recognised as an expense and included in 'Employee Benefits Expense'.

2.35 Charity & Donation includes political donation ₹ 25.00 (Previous Year ₹ 100) paid to Bharatiya Janata Party and ₹ Nil (Previous Year ₹ 100.00) paid to Indian National Congress.

2.36 In view of decision of Hon'ble Supreme Court dated 24th September 2014, the allocation of Bikram Coal Block to the holding company was cancelled. Subsequently, the Government promulgated The Coal mines (Special Provisions) Ordinance, 2014, which inter alia provides for compensation to prior allottees against expenditure incurred on the cancelled coal block. The holding company has submitted its claim for compensation of amount incurred on Coal Block amounting to ₹ 1609.54 (₹ 1211.40 appearing as "Other Current Assets" in note no. 2.13 and ₹ 398.14 as Fixed Assets in note no. 2.10). Consequential adjustment shall be made on settlement of the claim.

2.37 There being uncertainties in realisation from Insurance Claims, the same are accounted for on settlement/realisation.

2.38 Certain Trade Receivables, Loans and Advances and Creditors are subject to confirmation.

2.39 (a) The Holding Company's Unit Soorah Jute Mills is under Suspension of Operations since 29th March, 2004.

(b) The Holding Company's Unit Birla Vinoleum and Auto Trim Division at Birlapur, are under Suspension of Operations since 18th February, 2014.

(c) In respect of mining matter of Chanderia before the Hon'ble Supreme Court, a comprehensive report has been submitted by Central Building Research Institution (CBRI) on full scale mining. The hearing fixed on 6th May, 2015 did not take place and the date of next hearing is yet to be decided.

(d) Budge Budge Floorcoverings Ltd, one of the subsidiaries considered for consolidation, is under Suspension of Operations since 29th October, 2003.

(e) Foreign subsidiary "Birla Corporation Cement Manufacturing PLC" was not consolidated during the year as it is under voluntarily winding up. The till date loss of such subsidiary amounting of ₹ 21.32 (Previous Year ₹ 11.40) have been adjusted with reserve during the year.

2.40 Liability in respect of compensation/penalty, if any, for non-compliance of Jute Packaging Materials (Compulsory use of Packaging Commodities) Act, 1987 up to 30th June, 1997 being unascertainable shall be accounted for as and when settled.

2.41 The undermentioned associate companies have not commenced trading or manufacturing operations. The original cost of investment in the associates is ₹ 1.00 including goodwill ₹ 0.92 arising on acquisition of the same. The carrying amount of investment in associates is as under-

Associate Company	Share in Equity (%)	Original Cost (a)	Goodwill (Included in cost)	Loss (b)	Carrying Amount of investments (a - b)
Birla Odessa Industries Private Limited	48.61	0.50	0.43	(0.50)	—
Birla Readymix Private Limited	46.73	0.50	0.49	(0.50)	—
Total		1.00	0.92	(1.00)	—

2.42 Segment Reporting :

A) Primary Segment Information

	2014-15					2013-14				
	Cement	Jute	Others	Inter Segment Elimination	Total	Cement	Jute	Others	Inter Segment Elimination	Total
BUSINESS SEGMENT										
Segment Revenue										
(a) External Sales (including Own Consumption)	292957.45	21015.31	1252.60	–	315225.36	274021.24	21799.51	1233.30	–	297054.05
(b) Inter Segment Revenue	–	–	–	–	–	–	–	–	–	–
Total Segment Revenue	292957.45	21015.31	1252.60	–	315225.36	274021.24	21799.51	1233.30	–	297054.05
Segment Result (Profit before Interest & Tax)	20411.34	(687.47)	(186.97)	–	19536.90	18337.81	(240.23)	(251.97)	–	17845.61
Less :										
(i) Interest (incl. exceptional items)					9121.73					8559.57
(ii) Unallocated corporate expenses net of unallocated income					(10,849.44)					(5957.91)
Profit before Tax					21264.61					15243.95
Provision for Taxation										
Current Tax					2935.02					9.82
Deferred Tax					1313.39					2251.22
Income Tax for earlier years					(507.75)					0.00
Profit after tax					17523.95					12982.91
OTHER INFORMATION										
Segment Assets	286527.41	15423.55	2672.75		304623.71	273763.46	13231.29	3001.44		289996.19
Unallocated corporate assets					194876.36					198251.84
Total					499500.07					488248.03
Segment Liabilities	54821.10	1845.33	221.67		56888.10	47524.29	1877.53	229.69		49631.51
Unallocated corporate liabilities					179913.90					185707.19
Total					236802.00					235338.70
Capital Expenditure	19810.83	1347.01	7.43		21165.27	16684.83	1269.65	29.30		17983.78
Common Capital Expenditure					98.66					195.26
Total					21263.93					18179.04
Depreciation	14002.74	780.97	114.09		14897.80	12385.28	403.46	179.28		12968.02
Common Depreciation					477.28					337.84
Total					15375.08					13305.86

B) Secondary Segment Information

The company operates mainly in the Indian market and the export turnover being 1.73 % (Previous year 2.15 %) of the external sales of the Company, there are no reportable geographical segments.

C) Other Disclosures

The Company's operations predominantly relate to Cement and other products are Jute Goods, Auto Trims and Steel Castings. Accordingly, these business segments comprise the primary basis of segmental information set out in these financial statement.

Inter-segment transfers are based on prevailing market prices except for Iron & Steel Castings which is based on cost plus profit.

The accounting policies adopted for segment reporting are in line with the accounting policies of the Company.

(₹ in lacs)

2.43 Related Party Disclosure :

(a) As defined in Accounting Standard - 18, the Group has related parties with whom transaction have taken place during the year and previous year are :

- | | |
|------------------------------|---|
| i) Associates | Birla Readymix Pvt. Ltd.
Birla Odessa Industries Pvt. Ltd. |
| ii) Key Management Personnel | Shri Bachh Raj Nahar, Managing Director |

(b) During the year, the Company entered into the following related party transactions :

Particulars	2014-2015		2013-2014	
	Associates	Key Management Personnel	Associates	Key Management Personnel
Advances given	2.06	—	0.07	—
Advances recovered	2.06	—	0.32	—
Remuneration, Perquisites & Others	—	306.54	—	257.68

2.44 Value of Imported and Indigenous Raw Materials and Spare Parts consumed-

	2014-2015				2013-2014			
	Raw Materials		Spare Parts		Raw Materials		Spare Parts	
	Value	% of total Consumption	Value	% of total Consumption	Value	% of total Consumption	Value	% of total Consumption
Imported	2,945.23	5.77	269.68	4.27	2,833.73	5.76	121.28	1.33
Indigenous	48,085.28	94.23	6,049.28	95.73	46,385.03	94.24	6,330.38	98.12
	51,030.51	100.00	6,318.96	100.00	49,218.76	100.00	6,451.66	100.00

2.45 C.I.F. Value of Imports, Expenditure and Earnings in Foreign Currency-

	2014-15	2013-14
(a) C.I.F. Value of Imports during the year-		
Raw Materials	2,591.10	2017.13
Spare Parts	1,054.66	420.65
Capital Goods	2,963.70	1039.02
Others	43.94	—
(b) Expenditure in Foreign Currency -		
Interest (Including interest capitalised ₹ 128.23 lacs , Previous year ₹ 83.09 lacs)	1,800.78	2,835.66
Travelling	46.61	81.09
Professional Service (Including interest capitalised ₹ 1.75 lacs, Previous year ₹ NIL)	38.27	76.47
Others (Coal, Stores etc)	9,209.20	11,141.09
(c) Earnings in Foreign Currency -		
Export of goods on F.O.B. basis	6,113.45	7,118.79
(Including exports in Indian Currency ₹ 1531.69 lacs, Previous Year ₹ 2003.91 lacs)		

CONSOLIDATED FINANCIAL STATEMENTS

(₹ in lacs)

2.46 Additional Information, as required under Schedule III to the Companies Act, 2013, of enterprises consolidated as Subsidiary/ Associates

Particulars	Net Assets i.e. Total Assets minus Total Liabilities		Share of Profit or Loss	
	As % of Consolidated Net Assets	(₹ in Lacs)	As % of Consolidated Net Assets	(₹ in Lacs)
Parent				
Birla Corporation Limited	99.89	262,411.34	100.11	17,544.01
Subsidiaries				
Indian				
1. Birla Jute Supply Co. Ltd	0.03	87.03	0.02	4.34
2. Talavadi Cements Limited	0.32	835.54	0.01	1.40
3. Lok Cements Limited	0.03	72.90	(0.03)	(4.40)
4. Budge Budge Floor Coverings Ltd.	0.07	170.80	(0.12)	(21.11)
5. M.P.Birla Group Services Ltd	–	0.98	–	(0.18)
6. Birla Cement Assam Limited	–	3.77	–	(0.13)
Minority Interest in all subsidiaries	–	1.35	–	–
Associates				
(Investment as per equity method)				
Indian				
1. Birla Readymix Pvt Ltd	–	(2.32)	–	(0.19)
2. Birla Odessa Pvt Ltd	–	(4.99)	–	(0.22)

2.47 Figures for the Previous Year have been re-grouped & rearranged wherever necessary.

Signatures to Notes 1 to 2.47

As per our Report annexed.

For **H. P. KHANDELWAL & CO.**
Chartered Accountants
Firm Registration No. 302050E

ADITYA SARAOGI
Chief Financial Officer

HARSH V. LODHA
Chairman

RAJIV SINGHI
Partner

Membership No. 053518
1B, Old Post Office Street,
Kolkata-700 001.
The 7th day of May, 2015

GIRISH SHARMA
Sr. Vice President (Indirect Taxes)
& Company Secretary

B. R. NAHAR
Managing Director





BIRLA CORPORATION LIMITED

CIN-L01132WB1919PLC003334

Registered Office : 'Birla Building', 9/1, R.N. Mukherjee Road, Kolkata- 700 001.

E-mail: investorsgrievance@birlacorp.com

Website: www.birlacorporation.com

Phone: (033) 6616 6726/6737/6738

ATTENDANCE SLIP

Name and Address of the Shareholder

DP Id **

Client Id **

Folio No.

No. of Shares



Full Name of the Member/
Proxy attending the meeting

I hereby record my presence at the NINETY-FIFTH ANNUAL GENERAL MEETING of the Company being held at **Kalpataru Uttam Mancha**, 10/1/1, Monohar Pukur Road, Kolkata- 700 026 on Thursday, the 2nd day of July, 2015 at 10.30 a.m.

SIGNATURE OF THE ATTENDING MEMBER/PROXY

** Applicable for investors holding shares in electronic form.

- Notes :**
- Shareholder/Proxyholder wishing to attend the meeting must bring the Attendance Slip to the meeting and handover at the entrance, duly signed.
 - Shareholder/Proxyholder is requested to bring their copies of the Annual Report and Accounts with them to the Meeting.



BIRLA CORPORATION LIMITED

ELECTRONIC VOTING

The Company is providing electronic voting (e-voting) facility for the Resolutions contained in the Notice convening the Annual General Meeting on Thursday, the 2nd July, 2015. The procedure for e-voting has been mentioned in the aforesaid Notice. Your User ID and Password for e-voting purposes are given below:

Electronic Voting Event Number (EVEN)	User ID	Password



BIRLA CORPORATION LIMITED

CIN-L01132WB1919PLC003334

Registered Office : 'Birla Building', 9/1, R.N. Mukherjee Road, Kolkata- 700 001.

E-mail: investorsgrievance@birlacorp.com Website: www.birlacorporation.com Phone: (033) 6616 6726/6737/6738

95TH ANNUAL GENERAL MEETING

PROXY FORM

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

Name of the Member(s) :

Registered Address :

E-mail ID :

Folio No. :

DP ID No. / Client ID No.*

I/We, being the Member(s) of shares of Birla Corporation Limited, hereby appoint

(1) Name : Address :

E-mail ID : Signature :, or failing him

(2) Name : Address :

E-mail ID : Signature :, or failing him

(3) Name : Address :

E-mail ID : Signature :

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 95th Annual General Meeting of the Company to be held on Thursday, the 2nd day of July, 2015 at 10.30 a.m. at **Kalpataru Uttam Mancha**, 10/1/1, Monohar Pukur Road, Kolkata- 700 026 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description
01.	Consider and adopt: a) Audited Financial Statements, Reports of the Directors and Auditors for the year ended 31st March, 2015 b) Audited Consolidated Financial Statements for the year ended 31st March, 2015
02.	Declaration of Dividend on Ordinary Shares
03.	Re-appointment of Shri Pracheta Majumdar (DIN 00179118), who retires by rotation
04.	Appointment of Auditors and fixation of their remuneration
05.	Appointment of Ms. Shailaja Chandra (DIN 03320688) as an Independent Director of the Company
06.	Ratification of Remuneration of Cost Auditor

* Applicable for investors holding shares in electronic form.

Signed thisday of2015

Signature of Shareholder(s)

Signature of Proxy holder(s)

Notes:

- (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
- (2) For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 95th Annual General Meeting.
- (3) Please complete all details including details of member (s) in the above box before submission.

CSR Initiatives



Current view of the
M.P. Birla Hospital
& Research Centre,
Chittorgarh.



Hygiene and sanitation
training for schoolchildren
at a village near Satna.



A free eye check-up and
screening camp organized
at Durgapur.



Shri Amit Mitra, Minister for Finance and Commerce & Industries, West Bengal, and Shri H V Lodha, Chairman, at the Company's pavilion at the Bengal Global Business Summit, 2015, in Kolkata.



Vertical roller mill for pet coke grinding at Satna.



Directors of the Company at the Sagmania Mines at Satna.

Inner view of the new
limestone stacker & reclaimer
at Chanderia.



Mechanical mining of
limestone at Jai Surjana
Mines, Chanderia.

Panoramic view of the
modern shuttleless sacking
plant at Birla Jute Mills.





BIRLA SAMRAT
UNIQUE
CEMENT
MP BIRLA GROUP

BIRLA SAMRAT
ULTIMATE
CEMENT
MP BIRLA GROUP

BIRLA SAMRAT
PSC
MP BIRLA GROUP

BIRLA SAMRAT
CHETAK
CEMENT
MP BIRLA GROUP

MAZBOOT HAR PAL



www.birlacorporation.com