Indian Hume Pipe

ANNUAL REPORT

2013-14

Board of Directors	**Mr. Rajas R. Doshi**	:	**Chairman & Managing Director**
	Mr. Ajit Gulabchand		
	Ms. Jyoti R. Doshi		
	Mr. Rajendra M. Gandhi		
	Mr. Rameshwar D. Sarda		
	Mr. N. Balakrishnan		
	Ms. Anima B. Kapadia		
	Mr. Vijay Kumar Jatia		
	Mr. P. D. Kelkar		
	Mr. Mayur R. Doshi	:	**Executive Director**
Company Secretary	**Mr. S. M. Mandke**		
Chief Financial Officer	**Mr. M. S. Rajadhyaksha**		
Executives	**Mr. P. R. Bhat**	:	**Sr. General Manager**
	Mr. Ajay Asthana	:	**General Manager**
	Mr. G. Pundareekam	:	**General Manager**
	Mr. Shashank J. Shah	:	**General Manager**
	Mr. S. P. Makhija	:	**General Manager**
	Mr. B. S. Narkhade	:	**Chief Internal Auditor**
	Mr. A. B. Joshi	:	**Chief Personnel Manager**
Auditors	**M/s. K. S. Aiyar & Co., Chartered Accountants** F-7, Laxmi Mills, Shakti Mills Lane, (Off. Dr. E. Moses Road), Mahalaxmi, Mumbai – 400 011		
Solicitors	**M/s. Daphtary Ferreira & Divan** **M/s. Udwadia, Udeshi & Argus**		
Bankers	**State Bank of India** **Bank of Baroda** **State Bank of Hyderabad** **HDFC Bank Ltd.** **Corporation Bank**		
Registrar & Transfer Agent	**M/s. Link Intime India Pvt. Ltd.** C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (W), Mumbai – 400 078 Tel No. 022-25946970 Fax No. 022-25946969		
Registered Office	Construction House, 2nd Floor, 5, Walchand Hirachand Road, Ballard Estate, Mumbai – 400 001 Tel No.: 022-22618091 / 92, 40748181 Fax No.:022-22656863, email : info@indianhumepipe.com Website : www.indianhumepipe.com CIN No. : L51500MH1926PLC001255		
Annual General Meeting	**Friday, 25th July, 2014, at 4.00 P.M.** **Walchand Hirachand Hall,** Indian Merchants' Chamber Building, 4th Floor, Indian Merchants' Chamber Marg, Churchgate, Mumbai – 400 020		

CONTENTS

Notice	**2**
Management Discussion and Analysis Report	**10**
Directors' Report	**18**
Corporate Governance Report	**22**
Auditors' Certificate on Corporate Governance	**31**
Independent Auditors' Report	**32**
Balance Sheet	**36**
Statement of Profit and Loss	**37**
Cash Flow Statement	**38**
Significant Accounting Policies	**39**
Notes to Financial Statements	**42**
Important Financial Statistics	**60**

NOTICE

NOTICE is hereby given that the EIGHTY EIGHTH ANNUAL GENERAL MEETING of the Company will be held as scheduled below :-

DAY	:	Friday
DATE	:	25th July, 2014
TIME	:	4.00 P. M.
PLACE	:	Walchand Hirachand Hall, Indian Merchants' Chamber Building, 4th floor, Indian Merchants' Chamber Marg, Churchgate, Mumbai - 400 020

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2014 including audited Balance Sheet as at 31st March, 2014 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.

2. To declare a Dividend on Equity Shares of the Company.

3. To appoint a Director in place of Ms. Anima B. Kapadia, who retires by rotation and being eligible, offers herself for re-appointment.

4. To appoint a Director in place of Mr. P. D. Kelkar, who retires by rotation and being eligible, offers himself for re-appointment.

5. 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 139 and other applicable provisions, if any, of the Comapanies Act, 2013 and rules framed thereunder, as amended from time to time, M/s. K. S. Aiyar & Co., Chartered Accountants, bearing ICAI Registration No.100186W, the retiring Auditors of the Company, be and they are hereby re-appointed as the Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting (subject to ratification of re-appointment by the Members at every AGM held hereafter this AGM), to do Statutory Audit of the Company's accounts including its branches for the Financial Year 2014-15 on a remuneration as may be fixed by the Board of Directors of the Company and that they be paid, in addition, Service Tax and reimbursement of out of pocket and/or travelling expenses they may incur in carrying out their duties as such Auditors."

SPECIAL BUSINESS :

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

   "RESOLVED THAT pursuant to Section 14 and all other applicable provisions of the Companies Act, 2013 including any amendments, statutory modification(s) or re-enactment thereof for the time being in force (the Act), the Articles of Association of the Company be and are hereby altered in the following manner :

   Addition of sub-article (e) to the existing Article 186A as under :

   "sub-article (e) :- The Board may appoint the Managing Director to also hold the office of the Chairman of the Company at the same time under Article 165 (1) of the Articles of Association of the Company."

   RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorised to take all such steps and actions and give such directions as it may in its absolute discretion deem necessary and to settle any questions that may arise in this regard."

7. 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 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Clause 49 of the Listing Agreement, having obtained declaration of independence from Mr. Rameshwar D. Sarda in terms of Section 149(7) of the Companies Act, 2013 and pursuant to the recommendation by the Nomination and Remuneration Committee and also the Board of Directors in their meetings held on 27th May, 2014, Mr. Rameshwar D. Sarda (holding DIN 00095766), Director of the Company who retires by rotation at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a period of five years from 25th July, 2014 to 24th July, 2019."

8. 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 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Clause 49 of the Listing Agreement, having obtained declaration of independence from Mr. Ajit Gulabchand in terms of Section 149(7) of the Companies Act, 2013 and pursuant to the recommendation by the Nomination and Remuneration Committee and also the Board of Directors in their meetings held on 27th May, 2014, Mr. Ajit Gulabchand (holding DIN 00010827), who was appointed as Director liable to retire by rotation under the erstwhile applicable provisions of Companies Act, 1956 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a period of five years from 25th July, 2014 to 24th July, 2019."

9. 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 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force)

read with Schedule IV to the Companies Act, 2013, Clause 49 of the Listing Agreement, having obtained declaration of independence from Mr. Rajendra M. Gandhi in terms of Section 149(7) of the Companies Act, 2013 and pursuant to the recommendation by the Nomination and Remuneration Committee and also the Board of Directors in their meetings held on 27th May, 2014, Mr. Rajendra M. Gandhi (holding DIN 00095753), who was appointed as Director liable to retire by rotation under the erstwhile applicable provisions of Companies Act, 1956 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a period of five years from 25th July, 2014 to 24th July, 2019."

10. 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 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Clause 49 of the Listing Agreement, having obtained declaration of independence from Mr. Vijay Kumar Jatia in terms of Section 149(7) of the Companies Act, 2013 and pursuant to the recommendation by the Nomination and Remuneration Committee and also the Board of Directors in their meetings held on 27th May, 2014, Mr. Vijay Kumar Jatia (holding DIN 00096977), who was appointed as Director liable to retire by rotation under the erstwhile applicable provisions of Companies Act, 1956 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a period of five years from 25th July, 2014 to 24th July, 2019."

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

"RESOLVED THAT in supersession of the Ordinary Resolution passed at the 71st Annual General Meeting held on 11th September, 1997 and pursuant to Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications(s) or re-enactment thereof for the time being in force), the consent of the Members be and is hereby accorded to the Board of Directors to borrow monies in excess of the aggregate of the paid-up share capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained / to be obtained from the Company's Bankers in the ordinary course of business, shall not be in excess of ₹ 100 Crores (Rupees Hundred Crores only) over and above the aggregate of the paid-up share capital and free reserves of the Company."

12. 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 143 (8) and other applicable provisions, if any, of the Comapanies Act, 2013 (Act), as amended from time to time, M/s. Brahmayya & Co., Chartered Accountants, Hyderabad, retiring Branch Auditors be and they are hereby re-appointed as Branch Auditors of the Company to carry out Branch Audit, Limited Review and Tax Audit of the Company's Factories, Projects and Project Offices in the State of Andhra Pradesh including proposed new States to be formed due to reorganisation of State of Andhra Pradesh for the financial year 2014-15 and to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting (subject to ratification of re-appointment by the Members at every AGM held hereafter this AGM), on a remuneration to be decided by the Board of Directors of the Company in consultation with the Branch Auditors and that they be paid, in addition, Service Tax and reimbursement of out of pocket expenses and/or travelling expenses they may incur in carrying out their duties as such Auditors.

RESOLVED FURTHER THAT the consent of the Company be and is hereby accorded to the Board of Directors to appoint Branch Auditors of the Company for auditing accounts of such other locations of the Company in other State(s), if required to be audited for the financial year 2014-15, on such terms and conditions, as they may deem fit.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts and things as may be necessary, desirable and expedient to give effect to this resolution."

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

"RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013, read with the Rules to be notified by the Ministry of Corporate Affairs, New Delhi for Cost Audit of such of the product(s) and for Cost Compliance Report of such of the products / activities of the Company, to be specified by the Government under the applicable Rule / Order, Mr. Vikas Vinayak Deodhar, Cost Accountant, Mumbai, Membership No.3813, be and is hereby re-appointed as Cost Auditor of the Company for the year ending 31st March, 2015 (subject to ratification of re-appointment by the Members at every AGM held hereafter this AGM), on a total remuneration to be mutually decided by the Board of Directors of the Company in consultation with the Cost Auditor and that they be paid, in addition, Service Tax and reimbursement of out of pocket expenses and/or travelling expenses they may incur in carrying out their duties as such Auditors".

By Order of the Board of Directors,

S. M. Mandke
Company Secretary

Registered Office:
Construction House, 2nd floor,
5, Walchand Hirachand Road,
Ballard Estate, Mumbai - 400 001

Date : 27th May, 2014

NOTES:-

(1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

(2) The Register of Members and the Share Transfer Books of the Company will remain closed from Friday, 11th July, 2014 to Friday, 25th July, 2014 (both days inclusive) for the purpose of Annual General Meeting.

(3) The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Business under item Nos.6 to 13 above, to be transacted at the meeting is annexed hereto.

(4) The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting of the Company.

The Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting of the Company.

(5) The Dividend for the year ended 31st March, 2014, as recommended by the Board, if sanctioned at the meeting, will be payable to those Members whose names appear in the Register of Members as on 11th July, 2014. In respect of shares held in Electronic (Demat) form, the dividend will be payable on the basis of beneficial ownership as per details furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for this purpose.

(6) Shareholders who hold Shares in dematerialised form may please note that as advised by the Securities and Exchange Board of India, the Company will mandatorily print the Shareholder(s) Bank Account details as furnished by the respective Depositories to the Company on the dividend warrants.

In order to avoid the risk of loss/interception of dividend warrants in postal transit and/or fraudulent encashment of dividend warrants, the shareholders are advised to avail of ECS facility, whereby the dividend amount will be directly credited to their respective Bank Accounts electronically. This will also ensure speedier credit of dividend. You may write to the Company's Registrar & Share Transfer Agent or your Depository Participants directly to avail benefit of this service / facility.

(7) There are five Independent Directors on the Board of the Company as per the Listing Agreement requirements viz., Mr. Ajit Gulabchand, Mr. Rajendra M. Gandhi, Mr. Rameshwar D. Sarda, Mr. N. Balakrishnan and Mr. Vijay Kumar Jatia. All these Independent Directors had been appointed vide members resolution in terms of erstwhile provisions of the Companies Act, 1956 as Directors whose period of office is liable to determination by retirement by rotation.

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

The Board of Directors of your Company, after reviewing the declarations submitted by the above Independent Directors is of the opinion that the said Directors meet the criteria of Independence as per Section 149(6) of the Companies Act, 2013 and the rules made thereunder and also meet with the requirements of Clause 49 of the Listing Agreement with the Stock Exchanges, for being the Independent Directors on the Board of the Company and are also independent of the management.

Of the above Independent Directors, Mr. Rameshwar D. Sarda retires by rotation at the ensuing Annual General Meeting and being eligible and offering himself for appointment. He is proposed to be appointed as Independent Director of the Company under the Companies Act, 2013 to hold office for a period of 5 (five) years from 25th July, 2014 to 24th July, 2019. Further Mr. Ajit Gulabchand, Mr. Rajendra M. Gandhi and Mr. Vijay Kumar Jatia who were appointed as Directors liabile to retire by rotation under the erstwhile applicable provisions of the Companies Act, 1956 are proposed to be appointed as Independent Directors of the Company under the Companies Act, 2013 to hold office for a period of 5 (five) years from 25th July, 2014 to 24th July, 2019.

The proposal for appointment of other Independent Director under the Companies Act, 2013 shall be taken up for approval of the Members at the next Annual General Meeting of the Company.

Details in respect of Directors seeking appointment/ re-appointment at the Annual General Meeting under Clause 49 of the Listing Agreement with the Stock Exchanges forms integral part of the Notice, Explanatory Statement and Corporate Governance Report. The Directors have furnished the requisite declarations for their appointment.

A brief profile is given below in respect of Directors retiring by rotation at the ensuing Annual General Meeting of the Company.

i) Ms. Anima B. Kapadia (62) is associated with the Company as Director since 2001. She is an eminent and learned Solicitor & Advocate and sole proprietor of Solicitor Firm, M/s. Daphtary Ferreira & Divan, Mumbai, one of the Solicitors of the Company. She is also a Director on the Boards of M/s. Lucid Colloids Limited, Mumbai and B. A. & Bros. (ESTN) Limited, Kolkata. She is a Member of the Remuneration Committee & Chairperson of the Stakeholders Relationship Committee (erstwhile Shareholders / Investors Grievance Committee) of the Company. She is also Member of the Audit Committee of M/s Lucid Colloids Limited.

Ms. Anima Kapadia holds 830 Shares of the Company.

ii) Mr. P. D. Kelkar (80) a Civil Engineer is associated with the Company since 1958. He is the first employee of the Company to complete 52 years of service and was felicitated by the Company on completion of 50 years of service with the Company. During his long and distinguished service with the Company Mr. Kelkar has worked at various places in India and abroad and had successfully handled many big projects of water supply notably among them are Manjira, Visakhapatnam, Krishna Package. I & II (Andhra Pradesh), Delhi, Indore & Bhopal (Madhya Pradesh), Bisalpur (Rajasthan), Thuraiyur, Andimadam, Tuticorin, Manur & Nagapattinam (Tamilnadu). Apart from developing the business of PSC pipes and PSC Sleepers. He had taken keen initiative in setting up R & D Division for giving a technical edge to the Company in developing new products, improving quality of existing products, innovating new manufacturing techniques, designing and installation of new machines. He has gained wide and rich experience in the pipe industry. He had retired from the Company on 20th May, 2011 as Sr. General Manager. He was appointed as Non-Executive Director of the Company on 24th May, 2011. He is Director on the Board of M/s. Hincon Technoconsult Ltd. He is a Member of Stakeholders Relationship Committee (erstwhile Shareholders / Investors Grievance Committee) of the Company and appointed as Member of Audit Committee w.e.f. 27th May, 2014.

Mr. P. D. Kelkar holds 127 Shares of the Company.

(8) Transfer to Investor Education & Protection Fund:

i) In terms of the provisions of Section 205A read together with Section 205C of the Companies Act, 1956, unpaid and unclaimed dividend for the financial year ended 31st March, 2006 had been transferred by the Company to the Investor Education & Protection Fund (IEPF) established by the Central Government under Section 205C of the Act.

ii) We therefore request the members who have not yet encashed their dividend warrants for the financial year 2006-07 and onwards to write to the Company claiming dividends declared by the Company for the said financial years.

It may be noted that unpaid dividend for the following financial years is due for transfer to IEPF on the following respective due dates :

Financial year	Date of declaration of Dividend	Date of Payment of Dividend	Due date of transfer to IEPF
2006-07	30-07-2007	07-08-2007	04-09-2014
2007-08	30-07-2008	06-08-2008	04-09-2015
2008-09	27-07-2009	01-08-2009	01-09-2016
2009-10	29-07-2010	01-08-2010	01-09-2017
2010-11	27-07-2011	01-08-2011	01-09-2018
2011-12	25-07-2012	30-07-2012	31-08-2019
2012-13	25-07-2013	30-07-2013	31-08-2020

(9) As per the provisions of the Companies Act, 2013, facility for making nomination is now available. The Shareholders holding shares in physical mode may download the Nomination Form from the Company's website www.indianhumepipe.com in "Financials – Corporate Governance" or may obtain it from the Secretarial Department of the Company or Registrar & Share Transfer Agent of the Company, M/s Link Intime India Pvt. Ltd. The Shareholders holding shares in demat mode may approach their Depository Participants for registering nomination details.

(10) **To support the "GREEN INITIATIVE" of the Government and enable the Company to send in electronic form Annual Reports, Notices, documents, communications and dividend payment intimation to the Members' Email Ids and to facilitate receiving of dividend to the Bank account of the Members through ECS/NECS, the members holding shares in physical form are requested to register / update their Email Ids and Bank details by downloading the Shareholder Information Form from the Company's website www.indianhumepipe.com in "Financials – Corporate Governance" and submit the same to Registrar & Share Transfer Agent, M/s. Link Intime India Pvt. Ltd. The Shareholders holding shares in demat mode are requested to approach their Depository Participants for registering Email Ids and Bank details.**

(11) Members are requested to immediately notify change in their registered address, E-mail Ids, if any, to the Secretarial Department of the Company or Registrar & Share Transfer Agent of the Company, M/s. Link Intime India Pvt. Ltd., for shares held in physical mode. For shares held by the Members in demat mode they are requested to immediately notify change in their registered address, if any, to their respective Depository Participant.

(12) Non-Resident Indian Members are requested to Inform M/s. Link Intime India Pvt. Ltd., immediately of the change in residential status on return to India for permanent settlement.

(13) Corporate Members intending to send their authorised representatives are requested to send duly certified copy of the Board Resolution authorising their representatives to attend and vote at the ensuing Annual General Meeting of the Company.

(14) Electronic copy of the Notice of 88th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email ids are registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the Notice of 88th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

(15) Members may also note that the Notice of 88th Annual General meeting and the Annual Report for 2013-14 will also be available on the Company's website www.indianhumepipe.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Mumbai for inspection during normal business hours on working days.

Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: investorsgrievances@indianhumepipe.com

(16) Members are requested to bring copy of the Annual Report at the time of attending the Annual General Meeting.

(17) Members / Proxy-holders are requested to produce Admission Slip forwarded to them, duly completed and signed, at the entrance of the Hall for admission to the Meeting Hall.

(18) Voting through electronic means

I. In compliance with provision of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 88th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Service provided by National Securities Depository Limited (NSDL):

The Instructions for 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 "IHP E-Voting. pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for 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 e-voting opens. Click on e-Voting: Active Voting Cycles.

(vii) Select "EVEN" of The Indian Hume Pipe Company Limited

(viii) Now you are ready for 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.

(ix) Once you have voted on the resolution, you will not be allowed to modify your vote.

(xii) Institutional shareholder (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 authorised signatory(ies) who are authorised to vote, to the Scrutiniser through e-mail to ihpscrutinizer@indianhumepipe.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 (E Voting Event Number)

USER ID PASSWORD/PIN

(ii) Please follow all steps from Sr. No. (ii) to Sr. No. (xii) above to cast vote.

(II) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholder and e-voting user manual for shareholder available at the Download section of www.evoting.nsdl.com

(III) If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.

(IV) 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).

(V) The E-voting period commences on 16-07-2014 (9.00 a.m. and ends on 18-07-2014 (6.00 p.m.). During this period shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the cuf-off date of 20-06-2014, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

(VI) The voting rights of shareholders shall be in proportion to their shares of the paid up equity shares capital of the Company as on the cuf-off date of 20-06-2014.

(VII) Mr. J. H. Ranade, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

(VIII) In case of those Members, who do not have access to e-voting facility, they can use the assent/dissent form sent herewith or can be downloaded from our website www.indianhumepipe.com and convey their assent/dissent on each one of the items of businesses to be transacted at the ensuing AGM and send the form to reach Mr. J. H. Ranade, Scrutinizer appointed by the Company at the registered office of the Company on or before 18th July, 2014 (6.00 p.m.).

(IX) The Scritinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two(2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

(X) The Result shall be declared on or after the AGM of the Company. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.indianhumepipe.com and of the website of NSDL within two(2) days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges.

(19) All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business Hours (10.00 a.m. to 5.30 p.m.) on all working days except Sundays, up to and including the date of the Annual General Meeting of the Company.

EXPLANATORY STATEMENT

Pursuant to Section 102 of the Companies Act, 2013

Item No.6 :

Under the first proviso of Section 203(1) of the Companies Act, 2013, it is stated that "an individual shall not be appointed or re-appointed as the chairperson of the company, in pursuance of the articles of the company, as well as the Managing Director or Chief Executive Officer of the company at the same time after the date of commencement of this Act unless :-

a) the articles of such a company provide otherwise; or

b) the company does not carry multiple businesses;"

Accordingly an enabling provision is sought to be introduced in the Articles of Association of the Company for empowering the Board to appoint the same individual as Chairperson and Managing Director of the Company at the same time.

Resolution No.6 contains proposed Article No. 186A (e) which gives right to the Board to appoint the same individual as Chairperson and Managing Director at the same time under Article 165 (1) of the Articles of Association of the Company.

Pursuant to Section 14 of the Companies Act, 2013, any amendment(s) to the Articles of Association of the Company requires approval of the Shareholders by way of Special Resolution.

The draft of the amendment to the Article of Association of the Company will remain open for inspection of the Members at the Registered Office of the Company during normal business hours on any working day, up to the date of ensuing AGM.

The Board recommends the above Special Resolution at item No.6 for your approval.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.6.

Item No.7 :

Mr. Rameshwar D. Sarda (60) is an Independent Director of the Company. Mr. Sarda a Bachelor of Arts is associated with the Company as Director since 1996. He has wide and rich experience in Real Estate, Hospitality, Travel & Publication of News Papers business etc. He is Director on the Boards of M/s. IHP Finvest Ltd., M/s. Shrirang Prakashan Pvt. Ltd. and M/s. Bastiram Narayandas Sarda Pvt. Ltd., the Holding Company. He is a member of the Audit Committee and Corporate Social Responsibility Committee of the Company.

Mr. Sarda holds 500 Shares of the Company.

Mr. Sarda retires by rotation at the ensuing Annual General Meeting (AGM) under the erstwhile provisions of Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act, 2013 (the Act), Mr. Sarda has given declaration that he satisfies the criteria of independence as specified in the Act and is eligible and offering himself for appointment as an Independent Director for a period of five years from 25th July, 2014 to 24th July, 2019. During the tenure as Independent Director, Mr. Sarda will not retire by rotation. A notice has been received from a member proposing Mr. Sarda as a candidate for the office of Director of the Company.

In the opinion of the Board, Mr. Sarda fulfils the conditions specified in the Act and rules made thereunder and the Listing Agreement for his appointment as an Independent Director of the Company and is independent of the management. As an Independent Director, Mr. Sarda is entitled and will continue to receive remuneration by way of sitting fees, reimbursement of expenses for participation in the Board and other meetings and profit related commission as may be approved by the members. Copy of draft letter of appointment of Mr. Sarda as an Independent Director setting out the terms and conditions is available for inspection by the members at the Registered Office of the Company during normal business hours on any working day, up to the date of ensuing AGM.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to appoint Mr. Sarda as an Independent Director. Accordingly, the Board recommends the Ordinary Resolution for appointment of Mr. Sarda as an Independent Director, for the approval by the Shareholders of the Company.

Mr. Sarda along with Mr. Rajas R. Doshi, Chairman & Managing Director, Ms. Jyoti R. Doshi, Director and Mr. Mayur R. Doshi, Executive Director are Directors of M/s. IHP Finvest Ltd., the Holding Company.

Except Mr. Sarda none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.7. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

Item No.8 :

Mr. Ajit Gulabchand (65) is an Independent Director of the Company. Mr. Ajit Gulabchand B.Com.(Hons.) is associated with the Company as Director since 1993. He has over 36 years experience in the construction business and is the Chairman & Managing Director of M/s. Hindustan Construction Co. Ltd. He is on the Board of Bajaj Electricals Ltd., Hincon Finance Ltd., Hincon Holdings Ltd., HCC Real Estate Ltd., HCC Infrastructure Co. Ltd., HCC Construction Ltd., Lavasa Corporation Ltd. (Chairman), Western Securities Ltd., Charosa Wineries Ltd., Highbar Technologies Ltd., Steiner India Ltd. (Chairman), Shalaka Investment Pvt. Ltd., Champali Garden Pvt. Ltd., Gulabchand Foundation, Sarama Petcare Pvt. Ltd., and Construction Skill Council of India. He is Member of Stakeholders Relationship Committee (erstwhile Shareholders / Investors Grievance Committee) of the Company and Hindustan Construction Co. Ltd. He is Member of Audit Committee of Bajaj Electricals Ltd., Charosa Wineries Ltd. and Highbar Technologies Ltd. He is also Member of Nomination and Remuneration Committee (erstwhile Remuneration Committee) of Bajaj Electricals Ltd.

Mr. Ajit Gulabchand holds 19,415 Shares of the Company.

Mr. Ajit Gulabchand was appointed as Director liabile to retire by rotation under the erstwhile provisions of Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act, 2013 (the Act), Mr. Ajit Gulabchand has given declaration that he satisfies the criteria of independence as specified in the Act and is eligible and offering himself for appointment as an Independent Director for a period of five years from 25th July, 2014 to 24th July, 2019. During the tenure as Independent Director, Mr. Ajit Gulabchand will not retire by rotation. A notice has been received from a member proposing Mr. Ajit Gulabchand as a candidate for the office of Director of the Company.

In the opinion of the Board, Mr. Ajit Gulabchand fulfils the conditions specified in the Act and rules made thereunder and the Listing Agreement for his appointment as an Independent Director of the Company and is independent of the management. As an Independent Director, Mr. Ajit Gulabchand is entitled and will continue to receive remuneration by way of sitting fees, reimbursement of expenses for participation in the Board and other meetings and profit related commission as may be approved by the members. Copy of draft letter of appointment of Mr. Ajit Gulabchand as an Independent Director setting out the terms and conditions is available for inspection by the members at the Registered Office of the Company during normal business hours on any working day, up to the date of ensuing AGM.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to appoint Mr. Ajit Gulabchand as an Independent Director. Accordingly, the Board recommends the Ordinary Resolution for appointment of Mr. Ajit Gulabchand as an Independent Director, for the approval by the Shareholders of the Company.

Except Mr. Ajit Gulabchand none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.8. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

Item No.9 :

Mr. Rajendra M. Gandhi (68) is an Independent Director of the Company. Mr. Gandhi is Bachelor of Engineering (Metallurgy) from University of Pune and MBA from Michigan University, U.S.A. having good financial knowledge. He is associated with the Company since 1996 and has industry experience of more than 40 years besides being the Proprietor of M/s. Navbharat Automobiles, Solapur. He is Chairman of the Audit Committee and Member of the Nomination and Remuneration Committee (erstwhile Remuneration Committee) of the Company.

Mr. Gandhi does not hold any Shares of the Company.

Mr. Gandhi was appointed as Director liabile to retire by rotation under the erstwhile provisions of Companies Act, 1956. In terms of Section 149 and any other applicable provisions of the Companies Act, 2013 (the Act), Mr. Gandhi has given declaration that he satisfies the criteria of independence as specified in the Act and is eligible and offering himself for appointment as an Independent Director for a period of five years from 25th July, 2014 to 24th July, 2019. During the tenure as Independent Director, Mr. Gandhi will not retire by rotation. A notice has been received from a member proposing Mr. Gandhi as a candidate for the office of Director of the Company.

In the opinion of the Board, Mr. Gandhi fulfils the conditions specified in the Act and rules made thereunder and the Listing Agreement for his appointment as an Independent Director of the Company and is independent of the management. As an Independent Director, Mr. Gandhi is entitled and will continue to receive remuneration by way of sitting fees, reimbursement of expenses for participation in the Board and other meetings and profit related commission as may be approved by the members. Copy of draft letter of appointment of Mr. Gandhi as an Independent Director setting out the terms and conditions is available for inspection by the members at the Registered Office of the Company during normal business hours on any working day, up to the date of ensuing AGM.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to appoint Mr. Gandhi as an Independent Director. Accordingly, the Board recommends the Ordinary Resolution for appointment of Mr. Gandhi as an Independent Director, for the approval by the Shareholders of the Company.

Except Mr. Gandhi none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.9. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

Item No.10 :

Mr. Vijay Kumar Jatia (56) is an Independent Director of the Company. Mr. Jatia B.Com (Hons.) is associated with the Company since 2001. He has over 40 years of experience in the industry. He is Chairman & Managing Director of Modern India Ltd. He is also a Director on Board of Shree Rani Sati Investment & Finance Ltd. (Chairman), Sarat Leasing & Finance Ltd., F. Pudmjee Investment Co. Ltd., Modern India Property Developers Ltd. (Subsidiary of Public Company), Jatia Properties Pvt. Ltd., Camellia Mercantile Pvt. Ltd, Modern Derivatives & Commodities Pvt. Ltd., Ignatius Trading Company Pvt. Ltd., Modern India Free Trade Warehousing Pvt. Ltd., Verifacts Services Pvt. Ltd., Vijay Jatia Foundation and Mahabirprasad Jatia Foundation, He is a Member of the Nomination and Remuneration Committee (erstwhile Remuneration Committee) and Audit Committee of the Company. He is Member of Stakeholders Relationship Committee (erstwhile Shareholders / Investors Grievance Committee) of Modern India Ltd.

Mr. Jatia holds 830 Shares of the Company.

Mr. Jatia was appointed as Director liabile to retire by rotation under the erstwhile provisions of Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act, 2013 (the Act), Mr. Jatia has given declaration that he satisfies the criteria of independence as specified in the Act and is eligible and offering himself for appointment as an Independent Director for a period of five years from 25th July, 2014 to 24th July, 2019. During the tenure as Independent Director, Mr. Jatia will not retire by rotation. A notice has been received from a member proposing Mr. Jatia as a candidate for the office of Director of the Company.

In the opinion of the Board, Mr. Jatia fulfils the conditions specified in the Act and rules made thereunder and the Listing Agreement for his appointment as an Independent Director of the Company and is independent of the management. As an Independent Director, Mr. Jatia is entitled and will continue to receive remuneration by way of sitting fees, reimbursement of expenses for participation in the Board and other meetings and profit related commission as may be approved by the members. Copy of draft letter of appointment of Mr. Jatia as an Independent Director setting out the terms and conditions is available for inspection by the members at the Registered Office of the Company during normal business hours on any working day, up to the date of ensuing AGM.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to appoint Mr. Jatia as an Independent Director. Accordingly, the Board recommends the Ordinary Resolution for appointment of Mr. Jatia as an Independent Director, for the approval by the Shareholders of the Company.

Except Mr. Jatia none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.10. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

Item No.11 :

The members of the Company at their 71st Annual General Meeting held on 11th September, 1997 had approved by way of an Ordinary Resolution under Section 293(1)(d) of the Companies Act, 1956 borrowings over

and above the aggregate of paid-up share capital and free reserves of the Company provided that the total amount of such borrowings together with the amounts already borrowed and outstanding at any point of time shall not be in excess of ₹ 30 Crores (Rupees Thirty Crores).

Section 180(1)(c) of the Companies Act, 2013 which came into effect from 12th September, 2013 requires that the Board of Directors shall not borrow monies in excess of the Company's paid-up share capital and free reserves, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, except with the consent of the Company accorded by way of a Special Resolution.

The Board recommends the above Special Resolution under Section 180(1)(c) and other applicable provisions of the Companies Act, 2013, as set out at Item No.11 of the Notice, to authorise the Board of Directors to borrow money up to ₹ 100 Crores (Rupees Hundred Crores) over and above the aggregate of the paid-up share capital and free reserves of the Company for your approval.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.11.

Item No.12 :

At the Annual General Meeting held on 25th July, 2013, the Members had re-appointed M/s. Brahmayya & Co., Chartered Accountants as Branch Auditors for the financial year 2013-14 for the State of Andhra Pradesh.

The Board of Directors at their meeting held on 27th May, 2014 has recommended the re-appointment of M/s. Brahmayya & Co., Chartered Accountants to carry out the Branch Audit in the State of Andhra Pradesh including proposed new States to be formed due to reorganisation of Andhra Pradesh for the financial year 2014-15 (subject to ratification of re-appointment by the Members at every AGM held hereafter this AGM) at a remuneration to be decided by the Board of Directors of the Company in consultation with Branch Auditors plus out of pocket expenses and/or travelling expenses as may be incurred by them and Service Tax as applicable. The Branch Auditors will carry out the Branch Audit, Limited Review, Tax Audit and prepare a report on examination of the accounts of the Company's Factories, Projects and Project Offices in the State of Andhra Pradesh including proposed new States to be formed due to reorganisation of State of Andhra Pradesh and forward their report to the Company's Statutory Auditor, who shall in preparing the Auditors' Report, deal with the same in such manner as they may consider fit and proper.

The Board recommend the above resolution at item No.12 for re-appointment of Branch Auditors under Section 143 of the Companies Act, 2013, in other State(s), if required, on such terms & conditions, as the Board of Directors may deem fit, for your approval.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.12.

Item No.13 :

Pursuant to Section 148 of the Companies Act, 2013 and other applicable provisions, if any, read with the Rules to be notified by the Ministry of Corporate Affairs, New Delhi, for Cost Audit of such of the product(s) and for Cost Compliance Report of such of the products / activities of the Company, to be specified by the Government under the applicable Rule / Order is to be carried out by a Cost Auditor, the Board of Directors of the Company at their meeting held on 27th May, 2014 have appointed Mr. Vikas Vinayak Deodhar, Cost Accountant, Mumbai, Membership No.3813 as Cost Auditor of the Company for the year ending 31st March, 2015 (subject to ratification of re-appointment by the Members at every AGM held hereafter this AGM) on a total remuneration to be mutually decided by the Board of Directors of the Company plus reimbursement of out of pocket expenses and/or travelling expenses as may be incurred by them and Service Tax as applicable.

As required under the provision of Section 139(1) of the Companies Act, 2013, Mr. Vikas Vinayak Deodhar, Cost Accountant has given a consent and written certificate under the provisions of Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014.

The Board recommends the above Ordinary Resolution under Section 148 and other applicable provisions of the Companies Act, 2013, as set out at Item No.13 of the Notice, for the appointment of Mr. Vikas Vinayak Deodhar, Cost Accountant, Mumbai, Membership No.3813 as Cost Auditor of the Company for the year ending 31st March, 2015 for your approval.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.13.

By Order of the Board of Directors,

S. M. Mandke
Company Secretary

Registered Office:
Construction House, 2nd floor,
5, Walchand Hirachand Road,
Ballard Estate, Mumbai - 400 001

Date : 27th May, 2014

Important Communication to Members

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notices / documents including Annual Reports etc. can be sent by e-mail to its members.

To support the "GREEN INITIATIVE" of the Government and enable the Company to send in electronic form Annual Reports, Notices, documents, communications and dividend payment intimation to the Members' Email Ids and to facilitate receiving of dividend to the Bank account of the Members through ECS/NECS, the members holding shares in physical form are requested to register / update their email ids and Bank details by downloading the Shareholder Information Form from the Company's website www.indianhumepipe.com in "Financials – Corporate Governance" and submit the same to Registrar & Share Transfer Agent, M/s. Link Intime India Pvt. Ltd. The Shareholders holding shares in demat mode are requested to approach their Depository Participants for registering email ids and Bank details.

Continuing the "GREEN INITIATIVE" this Annual Report is printed on recycled papers except the cover and back page.

1. INDUSTRY STRUCTURE & DEVELOPMENT:

We all know that water is a prime natural resource and a basic human need for survival and existence. Indeed water is fundamental to our life. In view of the vital importance of water for human, animal & plant life, for maintaining ecological balance and for economic and developmental activities of all kinds and considering its increasing scarcity, the planning and management of this resource and its optimal economical and equitable use has become a matter of national importance.

Your Company has been in the business of manufacturing, laying and jointing of pipelines of various pipe materials such as RCC pipes, Steel pipes, Prestressed Concrete pipes, Penstock pipes, Bar Wrapped Steel Cylinder pipes (BWSC), Prestressed Concrete Cylinder pipes (PCCP) etc., which provide infrastructure facility and development for drinking water supply projects, irrigation projects, Hydro Electric Projects, Sanitation and Sewerage Systems. For over a decade as a part of nation building, your Company has also been undertaking infrastructure development programmes by way of executing on turnkey basis the combined water supply projects i.e. undertaking the complete job of water supply from source to distribution centers which apart from manufacturing, laying and jointing of pipelines included construction of intake wells, water sumps, water treatment plants, water pumping stations, installation of pumping machineries, electro-mechanical works, branch mains, ground level reservoirs, elevated reservoirs, leading to executions of complete systems for water supply to various towns and villages of India.

2. OPPORTUNITIES AND THREATS:

The population of the country is expected to reach a level of around 139 Crores by year 2025 (Source :- National Water Policy 2002) which will further aggravate the scarcity of water to the people of India. As it is with the growing population demanding more food, more products and higher standards of living, the shortage of drinking water can only get worse. Thus there is a vast scope for improvement in Infrastructural developmental activities in water supply, drainage schemes and sewerage schemes in sanitation segments leading to good scope for Company's manufacturing & contracting activities in this field.

Growth of population and the expansion of economic activities inevitably lead to increasing demands for water for diverse purposes i.e. domestic, industrial, agricultural, hydro-power, thermal power, navigation, recreation etc. Domestic and Industrial water needs have been largely concentrated in or around major cities, however the demand in rural areas is expected to increase sharply as the development programmes of State Governments to improve the economic conditions of the rural mass. Demand for water for hydro and thermal power generation and for other industrial uses is also increasing substantially. As a result water which is already scarce will become even scarer in future. This underscores the need for the utmost efficiency in water utilisation and its distribution. Through awareness of efficient water supply system and water quality, we can keep our water supply adequate and provide clean & healthy water for our children. It is their fundamental right. Hence there is a good scope for many water supply projects coming up in near future and this auger well for your Company.

Increased competition from medium/large scale construction entities and availability of substitutes such as alternative pipe materials like ductile iron pipes, spirally welded steel pipes, G.R.P. and H.D.P. E. pipes are perceived as one of the threat / competition to your Company. Another cause is prices of key raw materials namely steel, steel wires, HT wires and cement, which has remained volatile and uncertain except for last year under review.

3. SEGMENT-WISE ACTIVITY:

The Company is considered a pioneer in the field of water industry, it is in this line for last more than 87 years. The Company's presence is there in almost all water supply related activities, viz. Urban & Rural Water Supply, Penstock for Hydro Power Generation, Tunnel Lining, Large diameter Irrigation pipelines, Head Works including pumping machinery, Treatment Plants, Overhead Tanks and other allied Civil Construction. The Company also supplies Concrete Railway sleepers to Indian Railways. The segment wise report is as under :

(A) WATER SUPPLY AND SEWERAGE PROJECTS:

(i) Some prominent Water Supply Projects and Drainage Schemes successfully completed by your Company valued more than ₹ 1000 Lacs each during the year are :-

1. From The Superintending Engineer, RWS Circle, PR Department, Anantpur for supply, laying, jointing, testing and commissioning of BWSC, DI, GRP and MS Pipes with allied civil works including construction of sumps, intake well cum pump house with Foot Bridge and ground level balancing reservoir etc. for J. C. Nagi Reddy Phase I Drinking Water Supply Project in Anantpur District of the value of ₹ 11,589.71 Lacs.
2. From The Superintending Engineer, Rural Water Supply & Sanitation, Project Circle, Kakinada for providing CPWS scheme to Allavaram Amalapuram and Uppalaguptam Mandals in East Godavari District Consisting of 250, 300, 350 mm dia DI and 75 to 315 mm dia PVC and 400 mm dia BWSC Pipes for 105 Km of the value of ₹ 3,118.71 Lacs.

90,000 Ltr. Overhead Balancing Reservoir with Intake well cum-pump house of 4.5 Mtrs Dia for Amalapuram Water Supply Scheme, Andhra Pradesh

3. From Superintending Engineer, Public Health Circle, Nellore for investigation, design, execution of Nagari Water Supply Scheme by construction of storage tank, treatment plant, erection of pumping machinery, construction of pump houses, laying of raw water / clear water pumping mains / gravity mains, construction of clear water sump at treatment

plant, construction of ELSRs', including trial run and commissioning of the scheme with GNSS as source of the value of ₹ 2,917.33 Lacs.

4. From The Executive Engineer, APSIDC, Miryalguda for Peddaveedu Lift Irrigation Scheme for 500-1100 mm dia PSC and 600-1600 mm dia RCC pipes including Jackwell cum Pump House, Transformers, VT Pumpsets etc of the value of ₹ 2,703.48 Lacs.

5. From M/s Larsen & Toubro Ltd for supply of BWSC pipes for Sri Sathya Sai Central Trust for their Puttaparthy Project consisting of 400, 450 & 500 mm dia BWSC pipes of the value of ₹ 1,956.79 Lacs.

6. From Superintending Engineer, RWSS Circle, Kakinada, CPWSS to Yelleshwaram, Prathipadu, Samkhavaram and Kirlampudi, for 400-700 mm dia BWSC and 350-450 mm dia AC and 75-225 mm dia PVC and 90 – 125 mm dia HDPE pipes including 8.5MLD RSF, OHBR/GLBR's, Pump House etc of the value of ₹ 1,738.12 Lacs.

Water treatment plant for CPWS Scheme to
Yelleshwaram, Prathipadu, Samkhavaram & Kirlampudi, Andhra Pradesh

7. From L & T Power Ltd, Baroda for CW Piping and Misc.Tanks for 2X600 MW DB Super Thermal Power Plant in Dist. Janjgir Champa, Chhattisgarh consisting of 1800 mm dia to 3750 mm dia MS pipes of the value of ₹ 1,521.87 Lacs.

8. From The Chief General Manager (Engg), PCC-I, HMWS&SB, Maitrivihar, Ameerpet, Hyderabad, A.P. Providing Outlet and Distribution Mains to the 2 ML GLSR at Bandlaguda under Maisaram water supply zone by Manufacturing, supply, lowering, laying, jointing, testing and commissioning of 600 mm and 500 mm dia MS outlet main from 2 ML capacity GLSR at Bandlaguda and 400 mm, 300 mm, 200 mm, 150 mm and 100 mm dia DI K7 class pipes distribution mains in command area of Bandlaguda under JNNURM of the Value of ₹ 1,375.63 Lacs.

9. From The Chief General Manager (Engg), Project Construction Circle - III, HMWS&SB, S.R.Nagar, Hyderabad, A.P. for Providing Inlet, outlet and Distribution system for 13ML capacity new GLSR at Miralam in Miralam zone under JNNURM consisting of 400, 500, 600, 700 & 900 mm dia MS pipes of the value of ₹ 1,363.98 Lacs.

10. From The Chief General Manager (Engg), Project Construction Circle - I, HMWS&SB, Maitrivihar, Ameerpet, Hyderabad, A.P. for Providing Outlet and Distribution Mains to the 5 ML GLSR at Barkas under Maisaram water supply zone by Manufacturing, supply, lowering, laying, jointing, testing and commissioning of 900 mm, 600 mm and 500 mm dia MS outlet main from 5 ML capacity GLSR at Barkas and 400 mm, 300 mm, 200 mm and 150 mm dia DI K7 class pipes distribution mains in command area of Barkas reservoir under JNNURM of the Value of ₹ 1,297.23 Lacs.

11. The Superintending Engineer, GRP Circle, I&CAD Dept, Yemmiganoor for Pulichintha Lift Irrigation Scheme including Pump Houses, Approach Bunds, Cisterns, Pumping Machinery etc consisting of 1300 mm dia PSC pipes of the value of ₹ 1,221.49 Lacs.

12. From Bhopal Municipal Corporation, Bhopal for Distribution Pipelines to Bhopal City-PKG-3 under ADB consisting of DI/ HDPE pipes of the value of ₹ 1,011.50 Lacs.

13. In addition to the above we have successfully completed 26 projects amounting to ₹ 4,060.29 Lacs of the value less than ₹ 1,000 Lacs each at various locations in India.

(ii) Company's works on many Water Supply Projects and Drainage Schemes valued more than ₹ 2500 Lacs each are progressing well and/or nearing completion and the noteworthy amongst them are:-

1. From Chief Engineer TWAD Board, Easwari Nagar, M.C. Road, Thanjavur for CWSS to 1751 rural habitations in Pudukottai District and Vallam Town Panchayat of Thanjavur District for collector well, E & M works, Pump sets, MBSR, Service Reservoirs, Sumps, Pump Rooms & pipe carrying bridges and MS/DI/PVC pipe lines of the value of ₹ 23,654.25 Lacs.

800 mm dia MS pipes for CWSS to 1751 rural habitations in Pudukottai District, Tamilnadu

2. From The Superintending Engineer, AVR, HNSS Circle No.3, Madanapalli, Andhra Pradesh for survey, investigation, design, drawings, estimation, construction and commissioning on Turnkey basis including maintenance for 15 years (including 2 years liability period) of Pulikanuma L.I.Scheme on

Tungabhadra river near Satanur Village, Kosigi Mandal in Kurnool District with two stage pumping consisting of (a) construction of approach channel, (b) Jack-well cum pump house including manufacture, supply, erection of pumps, motors, panels, soft starters, capacitors, E.O.T. & H.O.T. cranes and all other electrical equipment, (c) 33 KVA sub-station, (d) H. T. Power lines, (e) Pressure mains consisting of 2000 mm dia PSC pipeline (f) Cisterns, (g) Reservoirs/ Storage tank of capacity 1.232 TMC including Head Regulator and surplus arrangements, (h) approach and link canal to join the T.B.P. L.L.C main canal @ km 270 etc. in Joint Venture with M/s. Flowmore Pvt. Ltd. of the value of ₹ 26,309.92 Lacs. Company's Share is 86% i.e. ₹ 22,626.53 Lacs.

3. From The Superintending Engineer, Rural Water Supply & Sanitation Ananthapur, for J.C. Nagi Reddy Drinking Water Supply Scheme in Ananthapur District (Phase-IV) consisting of 350, 800 & 900 mm dia BWSC pipes of the value of ₹ 15,384.57 Lacs.

4. From The Chief Engineer, TWAD Board, Western Region, Coimbatore for providing water supply to Palladam Municipality, 23 Town Panchayats and 965 rural habitations in Coimbatore and Tiruppur District consisting of 460 mm to 1020 mm dia 66.67 Km MS Pipes, 100 mm dia to 400 mm dia 89.36 Km DI Pipes and 50 mm to 160 mm dia 950.80 Km PVC Pipes including 17 Nos Sumps and 103 Nos Service Reservoirs of the value of ₹ 15,200.50 Lacs.

5. From The Superintending Engineer, RWS&S, Anantapur for J.C.Nagi Reddy Drinking Water Supply Scheme Phase II & III in Ananthapur District. Consisting of 500mm dia 114 Km BWSC pipes and 32 Km MS pipes 600mm dia to 1000mm dia of the value of ₹ 13,592.90 Lacs.

6. From The Chief General Manager (Engg), PCC-I, HMWS&SB, Khairatabad, Hyderabad, for Manufacturing, supplying, lowering, laying, jointing, testing and commissioning of 2200 mm dia MS Gravity main with cement mortar inlining and outcoating from MBR at Gungal to Sahebnagar (along Nagarjunasagar - Hyderabad road from Km 40/2 to 11/2) including Manning Operation and Maintenance for 24 months - Package-IV - KDWSP-Phase – III of the value of ₹ 13,145.50 Lacs.

7. From Executive Enginer Public Health Engineering Division No.01 Nuh, Haryana, for Providing water supply facilities to Nalhar Medical College, Nuh Town and surrounding 17 Nos villages of distt. Mewat for Design, Construction and Operation & Maintenance of 32 MLD Water Tretment Plant, Pumping Station, Rising main Distribution system, reservoirs ,Boosting Station and all other work related work consisting of DI K-9-100 mm dia to 900 mm dia and RCC NP3 1200 mm dia of the value of ₹ 12,801 Lacs.

8. From The Chief Engineer, TWAD Board, Southern Region, Madurai for providing CWSS to 637 rural habitations Aruppukottai, Kariapatti, Thiruchuri and Narikudi Unions in Virudhunagar District consisting of 100 mm to 600 mm dia 212.63 Km DI Pipes and 50 mm to 160 mm dia 1028.38 Km PVC Pipes including 142 Nos Sump and 49 Nos Service Reservoir of the value of ₹ 12,171.73 Lacs.

9. From The Chief Engineer, TWAD Board, Southern Region, Madurai for providing CWSS to 7 Town panchayats and 395 rural habitations in Rajapalayam, Srivilliputhur and Watrap unions in Viruthunagar District consisting of 100 mm to 600 mm dia 165.61 Km DI Pipes and 50 mm to 160 mm dia 669.34 Km PVC Pipes including 103 Nos Sump and 16 Nos Service Reservoir of the value of ₹ 10,937.08 Lacs.

10. From Bangalore Water Supply & Sewerage Board, Bangalore for Replacement / Rehabilitation of existing Sewerage System in Hebbal Valley (S2A) and in Challagatta Valley (S2B) in Bangalore consisting of RCC Pipes. The Drainage Pipelines are to be lined using polyurea for the first time in India in a large project. Pipeline is lined with polyurea for corrosion protection & chemicals resistance. Project consists of 400mm dia to 2400mm dia NP3 class RCC pipes of the total 17.34 Km of the combined value of ₹ 10,021 Lacs.

11. From Superintending Engineer, I&CAD, Kurnool for Pulakurthy Lift Irrigation Scheme of Intake Channel, Jackwell cum PH, SS Tank and Electro mechanical works consisting of 1900 mm dia PSC for 14.18 km and 1900 mm dia MS for 2 Km and 500 mm dia RCC P2 for 5.76 Km pipes of the value of ₹ 9,060.90 Lacs.

2200 mm dia MS Pipes for
Krishna Drinking Water Supply Project Phase-III Package-IV, Andhra Pradesh

1900 mm dia PSC Pipes manufactured at Chilamathur Factory
for Pulakurthy Lift Irrigation Scheme, Andhra Pradesh

12. From Maharashtra Krishna Valley Development Corporation for Chilhewadi Pipeline project of PCCP pipeline of 900-1500 mm dia for 28.11 Km and BWSC Pipeline of 350-800 mm dia for 9.14 km of the value of ₹ 9,012 Lacs.

1500 mm dia PCC Pipes for Chilhewadi Pipeline Project, Maharashtra

13. From the Commissioner, Badvel Municipality, Badvel, Kadappa District for Comprehensive Water Supply Service Improvements in Badvel Municipality (Package-I) including the work of Intake well, Clear water reservoir, Filtration plant, HDPE pipeline, ELSR, EM works consisting of 100 mm to 600 mm DI pipes of the value of ₹ 8,493.65.

14. From The ADVISOR-I, Andhra Pradesh Industrial Infrastructure Ltd, Parishrama Bhavan, Basheerbagh, Hyderabad, Andhra Pradesh for Manufacturing, supplying, lowering, laying, jointing, testing and commissioning of 2200mm dia MS pumping main with cement mortar factory inlining and outcoating and other appurtenances from Proposed Intake Well near Old Madhavaram on foreshore of Somasila Reservoir to the Proposed Sump at Kanumalonipalli (on Kadapa – Rajampet Highway) including Manning & Operation for a period of 24 months (defect liability period)- Package-I (Somasila) consisting of 2200 mm dia MS pipes for 28 Km of the value of ₹ 7,486.84 Lacs.

15. From Superintending Engineer, Public Health Circle, Nellore for Tirupati Municipal Corporation UIDSSMT Scheme: Part I: investigation, survey, design and execution of Under Ground Drainage Scheme on eastern side of Tirumala Bye Pass Road. Part II: investigation, survey, design and execution of storm water drainage scheme for Tirupati Municipal Corporation of the value of ₹ 6,798.95 Lacs.

16. From Chalisgaon Municipal Council, Chalisgaon City Water Supply Scheme for providing constructing Intake well, Inspection Well connecting main approach Bridge, Jack well with overhead pump house, installing raw water pumping machinery, raw water rising main, E.B.P.T. gravity main, water treatment plant, pure water pumping machinery, pure water rising main, R.C.C.M. B. R., R.C.C. E.S.R for 700 mm dia and 800 mm dia BWSC pipline for 33.39 Km of the value of ₹ 6,653.95 Lacs.

17. From Superintending Engineer, Public Health Circle, Nellore for Investigation, survey, design and Execution of Comprehensive Water Supply Scheme for Atmakur Municipality in Sri PSR Nellore District including AC, DI pipeline, Collection well, WTP, GLBR, ELSR, EM works consisting of 500 mm dia PSC & PCCP pipes of the value of ₹ 6,237.74 Lacs.

18. From The Superintending Engineer, Rural Water Supply & Sanitation, Sangareddy for CPWS schemes in Medak District for CPWS scheme to Narsapur, Kondapur, Gajwel, Chegunta, Khadirabad, Zahirabad and other Habitations with Special Repairs to Satyasai Project consists of DI/MS/ BWSC/HDPE/PVC pipes of the total 1098.2 Km of the value of ₹ 6,122.81 Lacs.

19. From The Chief General Manager (Engg), HMWS&SB S. R. Nagar, Hyderabad for rehabitation, strengthing and improvement of sewerage system in old city area by laying mains, sub-mains, laterals and transfer of house service connections including manufacturing, supply of 150 mm/ 200 mm / 300 mm dia SWG pipes and 350 mm / 400 mm / 450 mm / 500 mm / 600 mm / 700 mm/ 800 mm / 900 mm / 1100 mm / 1200 mm / 1400 mm dia RCC NP3 class pipes with SR cement including lowering, laying, jointing, testing and commissioning of sewers on turnkey basis under JNNURM - Package-II in Joint Venture with M/s. Vishwa Infrastructure & Services Pvt. Ltd. of the value of ₹ 12,006.76 Lacs. Our share is 50% i.e. ₹ 6,003.38 Lacs.

20. From The Superintending Engineer, I & CAD Dept., GRP Circle, Yemmiganoor, for investigation, Design, Estimation and execution of 3 Nos of Lift Irrigation Schemes, supply water to 13,700 acres by lifting water all along Tunghabhadra River under Guru Raghavendra Project namely Duddi, Madhavaram and Basala Doddi (Two Stage) near Mantralayam, Kurnool District of the value of ₹ 5,999.23 Lacs.

21. From The Chief General Manager (Engg), PCC-I, HMWS&SB, Khairatabad, Hyderabad, for Manufacturing, supplying, lowering, laying, jointing, testing and commissioning of 2375 mm dia MS pumping main with cement mortar factory inlining and outcoating from WTP at Kodandpaur to CWR at Nasarlapally (along Nagarjunasagar - Hyderabad road from Km 116 to 82/2 Km) including manning, operation and maintenance for a period of 2 years - Package - I - KDWSP-Phase-III of the value of ₹ 5,965.83 Lacs.

22. From The Superintending Engineer (XVII) Circle, U.P. Jal Nigam, Ghaziabad for survey, design, supply, laying, jointing, testing & commissioning 2000 mm dia PSC pipes 19.22 Km from Upper Ganga Canal for Noida to Ghaziabad of the value of ₹ 5,957.30 Lacs.

23. From The Superintending Engineer, Public Health Division, Ananthapur for investigation, survey, design and execution of Dhone Water Supply Scheme with Sanjeevaiah Sagar (Gajuladinne Reservoir) as source under UIDSSMT Scheme

consisting of 600 mm dia BWSC pipes of the value of ₹ 5,303.65 Lacs.

24. From Nagar Palika Parisad, Chhindwara for Chhindwara Water Supply Scheme consisting of Survey, Design & Construction of Intake Well, Raw Water Pump House, Raw Water VT pumps, Clear Water Pumps, providing & laying of raw & clear water pumping main and feeder main pipelines of 100 mm dia to 600 mm dia DI Pipes of 22200 Mtrs and 110 to 200 mm dia HDPE pipes consisting of 167986 Mtrs including construction of 15.85 MLD water treatment plant and allied works of the value of ₹ 4,529 Lacs.

25. From Superintending Engineer, RWS&S Circle, Srikakulam, CPWS Scheme to over exploited mandals of Rajam constituency in Srikakulam district including HDPE pipeline, Infiltration well, Infiltration gallery, Sump, OHBR, EM works consisting of 350 mm to 450 mm dia BWSC pipes of the value of ₹ 4,515.77 Lacs.

26. From Superintending Engineer, RWS&S Circle, Kakinada, CPWS Scheme to Kothapeta and Ravulapalem Mandals in East Godavari District including AC, HDPE pipeline, WTP, Sump, OHBR, EM works consisting of 700 mm dia PSC and 600 mm dia PCCP pipes of the value of ₹ 4,456.76 Lacs.

27. From Executive Engineer (C) Dr XV, Delhi Jal Board, Govt. of NCT of Delhi, Jal Sadan, Lajpat Nagar, New Delhi-110024 for Providing Sewerage Facilities in the areas under the Command of Ghitorni WWTP Covering Rangpuri Pahari,Nangal Dewat,Ghitorni Village,Ghitorni Extension and Ghitorni Enclave, New Delhi consisting of 280 mm 710 mm dia HDPE/SW/RCC pipes of the value of ₹ 4,404.47 Lacs.

28. From Maharashtra Jeevan Pradhikaran, Sangamner for Sangamner Water Supply Scheme for providing, laying, jointing & commissioning of 711 mm dia MS and 600 & 700 mm dia BWSC pipes of the value of ₹ 4,219.93 Lacs.

29. From The Superintending Engineer, Public Health, Seethammadhara North Extns., Vishakapatnam, for Rajam Water Supply improvement scheme under UIDSSMT consisting of 350-450 mm dia 19.40 Km BWSC, 150-250 mm dia 7.39 Km DI, 250-400 mm dia 4.04 Km AC and 110-225 mm dia 62.60 Km HDPE Pipes including Infiltration, Wells, GLSR/ ELSR's CC/BT Roads etc of the value of ₹ 3,826.70 Lacs.

30. From Bangalore Water Supply & Sewerage Board, Bangalore for S2E2 Drainage Project for manufacture, supply, laying, jointing & testing of RCC NP3 Class pipes from 400 mm dia to 2400 mm dia for 3810 Mtrs of the value of ₹ 3,540 Lacs.

31. From Manmad Nagar Palika, Manmad the work comprise of excavation of 504 ML capacity balancing tank, 10 MLD capacity WTP, Jackwell & pumping machinery consisting of 1000 mm dia and 600 mm dia PCCP Pipeline for 17.94 Km of the value of ₹ 3,407.60 Lacs.

32. From Superintending Engineer, RWSS Circle, Karimnagar for CPWSS to Alair, Gundala and Rajapeta Mandals in Nalgonda District project consisting of 250 mm dia DI, 200-300 mm dia AC and 63-180 mm dia PVC pipes including 3MLD RSF, OHBR/GLBR's Collection well cum Pump House of the value of ₹ 3,284.87 Lacs.

33. From The Superintending Engineer, Public Health West Circle, Hyderabad for Sadasivapet WSIS - with Manjira river at Etigadda Sangam as source under UIDSSMT- providing intake well cum pump house of RCC including providing BWSC raw water and clear water pumping mains to different ELSRs and HDPE distribution lines, providing filtration plant (10.20 MLD), 500 KL clear water sump and pump room, and construction of ELSRs including protection walls and providing of pump sets with all electrical and mechanical equipments and providing road restoration and service road with 2 years defect liability period under EPC system of the value of ₹ 3,273.84 Lacs.

34. From Bangalore Water Supply & Sewerage Board, Bangalore for S2E3 Drainage Project for manufacture, supply, laying, jointing & testing of RCC NP3 Class pipes from 1100 mm dia to 2200 mm dia for 3299 Mtrs of the value of ₹ 3,103 Lacs.

35. From The Vice-Chairman and Managing Director, Andhra Pradesh State Irrigation Development Corporation Limited, Banjara Hills, Hyderabad, for Construction and Commissioning on turnkey basis of Morjampadu Lift Irrigation scheme on right bank of Krishna River near Govindapuram Village in Machavaram Mandal of Guntur District including operation of the scheme for one year consisting of 1600 mm and 1800 mm dia 4.05 Km PSC pipe and 1600 mm dia 3.06 Km MS pipe of the value of ₹ 3,059.30 Lacs.

36. From Superintending Engineer, RWSS Circle, Nalgonda for CPWS scheme to Flouride Affected Habitations of Maheswaram Constituency in R. R. Dist for 100-500 mm dia DI, 200-350 mm dia AC and 90-180 mm dia HDPE pipes including OHBR's Sump and Pump House of the value of ₹ 2,786.99 Lacs.

37. From SPML Infra Ltd, For Pokaran Falsoond Baltora Siwana Lift Water Supply Scheme pkg.SPR2A of 1300 mm dia 13,925 Mtrs and 1200 mm dia 6,475 Mtrs BWSC pipes of the value of ₹ 2,666.03 Lacs.

38. From M/s IFFCO Kisan SEZ Limited, Nellore for Construction of underground Water Pipe Line including Civil, Electrical and Mechanical works from Kinigiri Reservoir to IKSEZ Project site, Nellore of 900 mm dia PSC pipe including Jack Well cum Pump House and all related Electro Mechanical Works of the value of ₹ 2,618.10 Lacs.

39. From Bhopal Municipal Corporation for providing, laying, jointing, testing & commissioning of various diameter of HDPE/DI Pipes with all fittings, specials, interconnection and other appurtenant works etc complete in gas affected areas (Ward No. 11 to 16 & 66 to 71 of Bhopal City consisting of 307.42 Km HDPE Pipes and 2.86 Km DI Pipes of the value of ₹ 2,584.58 Lacs.

40. In addition to the above, 39 projects are progressing well amounting to ₹ 42,018.06 Lacs of the value less than ₹ 2,500 Lacs each at various locations in India.

(iii) Some of the New Orders secured by the Company valued more than ₹ 1000 Lacs each during the year are:-

1. From Chief Engineer TWAD Board, Easwari Nagar, M.C. Road, Thanjavur for CWSS to 1003 rural habitations in Pattukottai, Madhukkur Peruvaram and Sedhubavachathiram unions, 160 wayside habitations etc for collector well, E & M works, Pump

sets, MBSR, Service Reservoirs, Sumps, Pump Rooms & pipe carrying bridges and MS/DI/PVC pipe lines of the value of ₹ 36,114.78 Lacs.

2. From Chief Engineer TWAD Board, Easwari Nagar, M.C. Road, Thanjavur for CWSS to 1751 rural habitations in Pudukottai District and Vallam Town Panchayat of Thanjavur District for collector well, E & M works, Pump sets, MBSR, Service Reservoirs, Sumps, Pump Rooms & pipe carrying bridges and MS/DI/PVC pipe lines of the value of ₹ 23,654.25 Lacs.

3. From The Chief General Manager, CWP, INCAP, Hyderabad, CHITTOOR DISTRICT DRINKING WATER SUPPLY PROJECT- Phase- 1 - Manufacture, Supply, Lowering, Laying, Jointing, Testing and Commissioning of 2200 mm dia (clear opening after inlining) of MS water supply raw water gravity pipe line from Ch.25. (near Dakkili village) to Ch.50.00 Km (near Vampalli village) - Package-III of the value of ₹ 22,772.10 Lacs.

4. From Maharashtra Jeevan Pradhikaran, Tillari Water Supply Scheme. The project comprises of PCC pipeline for 1300, 1200, 900 800 mm dia for 33.88 Km and BWSC pipeline for 500 to 700 mm dia for 43.73 Km of the value of ₹ 21,806.24 Lacs.

5. From Maharashtra Jeevan Pradhikaran, Jalgaon Jamod and 140 villages water supply scheme. The project comprises of 450 to 1000 mm dia PCC pipeline for 48.90 Km of the value of ₹ 165,99.31 Lacs.

6. From Executive Engineer Public Health Engineering Division No.01 Nuh, Haryana, for providing water supply facilities to Nalhar Medical College, Nuh Town and surrounding 17 Nos villages of distt. Mewat for Design, Construction and Operation & Maintenance of 32 MLD Water Tretment Plant, Pumping Station, Rising main Distribution system, reservoirs, Boosting Station and all other related work consisting of DI K-9-100 mm dia to 900 mm dia and RCC NP3 1200 mm dia of the value of ₹ 12,801 Lacs.

7. From the Commissioner, Badvel Municipality, Badvel, Kadappa District for Comprehensive Water Supply Service Improvements in Badvel Municipality (Package-I) including the work of Intake well, Clear water reservoir, Filtration plant, HDPE pipeline, ELSR, EM works consisting of 100 mm to 600 mm DI pipes of the value of ₹ 8,493.65.

8. From Mahashtra Jeevan Pradhikaran, Buldhana Water Supply Scheme for RCC Design, Construction, Commissioning and Trial Run for Buldhana & 4 Village Water Supply Scheme. The Project comprises of PCC pipeline for 600 to 800 mm dia for 27.18 km of the value of ₹ 8,131.95 Lacs.

9. From Superintending Engineer, Public Health Circle, Nellore for Investigation, survey, design and Execution of Comprehensive Water Supply Scheme for Atmakur Municipality in Sri PSR Nellore District including AC, DI pipeline, Collection well, WTP, GLBR, ELSR, EM works consisting of 500 mm dia PSC & PCCP pipes of the value of ₹ 6,237.74 Lacs.

10. From Larsen & Toubro Ltd, Chennai for Integrated Taranagar Jhunjhunu-Sikar Khetri Water Supply Project – Rajasthan consisting supply of 250 to 700 mm dia BWSC pipes of the value of ₹ 5,278.44 Lacs.

11. From Larsen & Toubro Ltd, Chennai for Pokaran Falsoond Baltora Siwana Lift Water Supply Project PKG 4A Rajasthan consisting supply of 250 to 900 mm dia BWSC pipes of the value of ₹ 4,932.88 Lacs.

12. From Superintending Engineer, RWS&S Circle, Srikakulam, CPWS Scheme to over exploited mandals of Rajam constituency in Srikakulam district including HDPE pipeline, Infiltration well, Infiltration gallery, Sump, OHBR, EM works consisting of 350 mm to 450 mm dia BWSC pipes of the value of ₹ 4,515.77 Lacs.

13. From Superintending Engineer, RWS&S Circle, Kakinada, CPWS Scheme to Kothapeta and Ravulapalem Mandals in East Godavari District including AC, HDPE pipeline, WTP, Sump, OHBR, EM works consisting of 700 MM dia PSC and 600 mm dia PCCP pipes of the value of ₹ 4,456.76 Lacs.

14. From Executive Engineer (C) Dr XV, Delhi Jal Board, Govt. of NCT of Delhi, Jal Sadan, Lajpat Nagar, New Delhi for Providing Sewerage Facilities in the areas under the Command of Ghitorni WWTP Covering Rangpuri Pahari,Nangal Dewat,Ghitorni Village,Ghitorni Extension and Ghitorni Enclave, New Delhi consisting of 280 mm to 710 mm dia HDPE/SW/RCC pipes of the value of ₹ 4,404.47 Lacs.

15. From Chief Municipal Officer, Nagar Palika Parishad, Ganj Basoda, Madhya Pradesh for WSS to Ganj Basoda Municipality for Water treatment plant, overhead tank and intake well consisting of 100 to 500 mm dia DI pipes and 110 to 280 mm dia HDPE pipes of the value of ₹ 3,461.95 Lacs.

16. From Bangalore Water Supply & Sewerage Board, Bangalore for S2C2 for manufacture, supply, laying, jointing & testing of RCC NP3 class pipes from 400 mm dia to 1200 mm dia for 6770 Mtrs of the value of ₹ 3,313 Lacs.

17. From Bangalore Water Supply & Sewerage Board, Bangalore for S2C4 for manufacture, supply, laying, jointing & testing of RCC NP3 class pipes of 2200 mm dia for 1465 Mtrs and 100 mtrs length of MS pipes with Trenchless Technology of the value of ₹ 2,812 Lacs.

18. From Pratibha Industries Ltd, Mumbai for Jahajpur-Kotri WS Project – Rajasthan consisting supply of 250 mm to 700 mm dia BWSC pipes of the value of ₹ 2,406.89 Lacs.

19. From Superintending Engineer, RWS&S Circle, Vizianagaram, CPWS Scheme to Cheepurupalli and other habitations (Phase-III) in Vizianagaram district including HDPE pipeline, Collection well, BPT,OHSR consisting of 350 mm dia DI pipes of the value of ₹ 2,192.36 Lacs.

20. From Bangalore Water Supply & Sewerage Board, Bangalore for S2C3 for manufacture, supply, laying, jointing & testing of RCC NP3 class pipes from 1600 mm dia to 2000 mm dia for 1475 Mtrs of the value of ₹ 1,729 Lacs.

21. From Superintending Engineer, RWS&S Circle, Nalgonda, Augmentation to Nalgonda Rural drinking water supply Projects in Nalgonda and Nakrekal constituencies in Nalgonda district including DI / PVC pipeline, OHBR consisting of 300 mm to 350 mm dia BWSC pipes of the value of ₹ 1,181.18 Lacs.

22. In addition to the above we have secured 16 orders amounting to ₹ 3,355.27 Lacs of the value less than to ₹ 1,000 Lacs each at various locations in India.

(B) Railway Sleepers:

During the year the Company has manufactured 32,340 sleepers amounting to ₹ 499.27 Lacs against the order received from Ministry of Railway Board, New Delhi.

(C) Bar Wrapped Steel Cylinder (BWSC) Pipes/Prestressed Concrete Cylinder Pipes (PCCP):

The BWSC pipes / PCCP pipes introduced by the Company as an alternative pipe materials to M. S. and D.I. pipes has become popular amongst various Government authorities. The Company has undertaken / is undertaking several projects involving BWSC pipes. To meet the demand of BWSC pipes, the Company had specially set up manufacturing plants at Choutuppal and Chilamathur in Andhra Pradesh and Dhule in Maharashtra. These plants are running continuously with better productivity yields. In addition to the above we have also created facilities to manufacture these pipes in our existing factories at Vadgaon, Miraj, Rajkot, Kanhan, Yelhanka, Thanjavur, Kekri, Sikar, Karari and Kovvur to cater the local demands. During the year under review, these plants produced 126.53 Kms of BWSC pipes valued at ₹ 5,767.25 Lacs.

During the year the Company has received orders worth ₹ 28,666.82 Lacs for BWSC pipes and orders worth ₹ 14,122.02 Lacs for PCCP pipes along with other civil works.

(D) National Rifle Division:

The Company is manufacturing 10 types of air rifles and air pistols which are marketed by reputed Distributors all over India. The demand for Air compressed Rifles and Compressed Air Pistols introduced by Company's National Rifle Division has increased as their performance has been found satisfactory. The shooters participating in shooting competitions have secured Gold and Silver Medals. They have appreciated performance of the Company's Compressed Air Pistol and commended the Company for bringing a quality product. Further the Company has introduced modified version of Model-35 and Model-25 Air Rifles incorporating high quality Nylon Butt, Nylon Back Sight, and Nylon Front Sight. Due to above modifications, the look and performance of the Air Rifles have improved considerably. New version of Air Rifle has been well received by the market.

Further in recent Shooting Championship Competition held by Ahmedabad Military and Rifle Training Association about 50 Shooters across the country had participated and almost all of them used Company's 0.177 Pneumatic Air Rifle and many of them won Gold, Silver, Bronze Medals. The demand for 0.177 Pneumatic Air Rifle has also increased.

4. Outlook:

During the last decade, Urban area limits are spreading wider and wider to peripheral areas, but at the same time, the basic amenities like Water Supply, Drainage, etc are not meeting the requirement of more and more urbanization. Apart from the above, most of the rural areas in India fall short of access to drinking water.

Government of India, State Governments and local bodies are making best efforts to supply safe drinking water. Hence number of water supply schemes are under anvil. Further to make cities and rural areas under more hygienic conditions, lot of sewerage disposals and drainage schemes are also coming up.

Considering the above factors, outlook for the Company in water supply, sewerage and drainage segments is encouraging and good.

5. Risks & Concerns:

The Company's activities and prospects largely depend on the implementation of various water supplies related projects undertaken by various States / Central Government Agencies. The Company is doing business with various State Governments and it depends upon their policy on approval of finance and allocation of funds as well as their ability to raise funds to undertake such water supply projects amongst various infrastructure related projects being implemented by them. Adverse changes and lack of funds delays the works resulting in higher cost and can also affect the business prospects of the Industry and the Company. Severe competition from the manufacturers of alternative pipes like Ductile Iron, Glassfibre Reinforced Plastic, PVC, HDPE and Spirally Welded Steel pipes is existing and can affect Company's business prospects.

In the year under review, prices of key raw materials like H.T. wire, H.R. Coils have gone up. Further prices of bought out materials such as DI Pipes, HDPE Pipes & PVC Pipes used in turnkey projects have risen steeply thereby putting pressures on cost. However cement prices by and large remained stable. Due to increase in diesel prices, the transport costs have gone up.

Volatility in the prices of key raw materials especially steel & steel long products such as H.T. wires, wire rods, TMT bars, etc. have become a major area of concern. The interest cost has also increased and is one of the area of concern.

6. Internal Control Systems:

The Company has adequate internal control procedures commensurate with its size and nature of business that ensures control over various functions of the organisation. The internal control system provides for guidelines, authorisation and approval procedures.

The internal audit reports, post audit reviews are carried out to ensure compliance with the Company's policies and procedures.

7. Internal Complaints Committee:

In pursuance of provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 the Company has formed Internal Complaints Committee (ICC). There are no complaints received by the ICC during the period.

8. Financial Performance with respect to Operational Performance:

For the year ended 31st March 2014, the revenue from operations of the Company was ₹ 81,899.72 Lacs as compared to last year's revenue from operations of ₹ 69,579.06 Lacs.

The profit before tax is ₹ 3,801.18 Lacs as against ₹ 3,340.94 Lacs achieved last year. The order book position is ₹ 2,598 Crores as of date as compared to ₹ 1,561 Crores in the corresponding period of last year.

9. Human Resources and Industrial Relations:

The Company has total strength of 1353 employees as on 31st March, 2014 working at various locations such as Factories / Projects / Head Office and Research & Development Division.

The management has successfully negotiated and settled the demands of workmen working at our factories at Kekri & Vadgaon.

The Company had organized training programmes on Industrial Safety, Health, Housekeeping, Bad habits & reasons for Cancer for our workers/employees at Dhule, Miraj & Vadgaon factories to apprise them importance of safety at workplace, housekeeping, abstinence from bad habits etc. which will not only benefit individual worker and his family but also the organisation.

Further to equip employees working in Technical, Accounts, Finance and Audit Depts. with the latest updates/development in the fields of Accounts, Finance and Audit the Company had organised training programmes on 'Procedures, Policies & Practices being followed for Accounts, Finance and Audit departments at Hyderabad & Pune.

The Company has also organised trainings by CII Hyderabad on 'Project Management for Execution Excellence' for the technical staff to help them sharpen their skills in effectively managing project. Further a three day First Aid Training programme was held in Mumbai for employees of Dhule factory to highlight the importance of First Aid.

The industrial relations with the workmen working at various units of the Company were by and large remained peaceful and normal.

10. Corporate Social Responsibility:

In keeping with the noble and rich tradition of charity inculcated by our founder Late Seth Walchand Hirachand an Industrialist and a Legendary, Visionary and Philanthropist of his era, the Company had donated monies to Ratanchand Hirachand Foundation promoted and sponsored by the Promoters of the Company, for carrying out charitable activities such as Educational Grant to needy students and Institutions, Medical Aid to the patients as well as to the Hospitals / Charitable Trusts and donation of costly medical equipments to the Municipal Hospitals.

During the financial year under review, the Company had donated ₹ 50 Lacs to Ratanchand Hirachand Foundation, as a corpus donation.

During the year Ratanchand Hirachand Foundation had donated 2 Nos. Allengers HF - 49 C Arm machines with accessories to be used in Orthopaedic Department to KEM Hospital, Parel, Mumbai and Gandhi Medical College & Hospital, Secunderabad at a total cost of ₹ 17 Lacs for the benefit of general public especially weaker sections of the society. Ratanchand Hirachand Foundation had donated one Radical 7 blue screen pulse oximeter with alarm to KEM Hospital, Parel, Mumbai. Further the Foundation is funding the salary of the nurse working in Human Milk Bank in LTMG Hospital, Sion, Mumbai.

Allengers HF-49R High Frequency 40 KHI Mobile C-ARM Rotating Machine
with accessories used in Orthopedic Department
In Gandhi Medical College & Hospital, Secunderabad, Andhra Pradesh

Further some part of the income earned out of the corpus donation made by the Company in the past as well as this year was applied for payment to Kushtarog Niwaran Samiti towards "Help a Child Programme" for 100 students for Adivasi Ashram School at Shantivan, Panvel.

Similarly, the Ratanchand Hirachand Foundation has donated to:

(a) CSED–The Central Society for the Education of the Deaf towards purchases of Hearing Aid.

(b) Gandhi Smarak Nidhi, Mumbai towards remuneration of 2 teachers for ten months.

(c) Inner Wheel Club of Bombay for purchase of one unit of FISHER & PAYKEL CPAP UNIT at paediatric department at KEM Hospital, Parel Mumbai.

(d) SOS children's Villages of India towards sponsorship for Thirty Two Children's for their education.

(e) SRCC-Citi Academy for Special Education Mumbai–Education Grant for three children under their "SPONSOR A CHILD SCHEME" programe.

(f) Education Grant to one student, individually and

(g) Partitions and Furniture in classroom at school run by Prabha Hira Pratisthan, Pandharpur.

In all, Ratanchand Hirachand Foundation had donated ₹ 36,14,300/- towards charitable purposes during the financial year under review.

11. Cautionary Statement:

Statements in this Management Discussion and Analysis Report describing the Company's objectives, projections, estimates and expectations may be 'forward looking statements' within the meaning of applicable laws and regulations. Actual results might differ substantially or materially from those expressed or implied. Important developments that could affect the Company's operations include a schedule of implementation of various water supply related projects undertaken by various State / Central Government Agencies, significant changes in political and economic environment in India, exchange rate fluctuations, prices and availability of key raw materials like steel and cement, tax laws, litigation, labour relations and interest costs, etc.

For and on behalf of the Board of Directors,

Rajas R. Doshi
Chairman & Managing Director

Dated : 27th May, 2014

TO

THE MEMBERS,

Your Directors are pleased to present to you the Annual Report on the business operations of the Company together with the Audited Statement of Accounts for the Financial Year ended 31st March, 2014.

FINANCIAL RESULTS:

(₹ In Lacs)

		Year Ended 31-3-2014		Year Ended 31-3-2013
Revenue from Operations		**81,899.72**		69,579.06
Profit Before Finance Cost, Depreciation & Amortisation & Tax		**7,951.82**		6,617.55
Less : Finance Costs	**3,367.84**		2,536.68	
Depreciation & Amortisation	**782.80**		739.93	
		4,150.64		3,276.61
Profit Before Tax		**3,801.18**		3,340.94
Less : Provision for Taxation		**1,395.52**		1,056.36
Net Profit After Tax		**2,405.66**		2,284.58
Balance Brought Forward from last year		**11,914.56**		11,253.47
Surplus available for Appropriation		**14,320.22**		13,538.05
Less : Proposed Dividend	**581.37**		532.92	
Tax on Dividend	**98.80**		90.57	
General Reserve	**1,000.00**		1,000.00	
		1,680.17		1,623.49
Surplus Carried to Balance Sheet		**12,640.05**		11,914.56

PERFORMANCE REVIEW :

Your Company's operations of its various projects under execution continued to be profitable, with continued efforts to reduce costs and improve yield as also bettering the productivity levels.

During the year under review, the revenue from operations has grown by 17.71% to ₹ 81,899.72 Lacs as compared to ₹ 69,579.06 Lacs of the previous year. The profit after tax for the year at ₹ 2,405.66 Lacs was higher by 5.30% as compared to ₹ 2,284.58 Lacs of the previous year.

DIVIDEND :

Your Directors are pleased to recommend a dividend of ₹ 2.40 per share of ₹ 2/- each (120%) as against ₹ 2.20 per share of ₹ 2/- each (110%) for the previous year; payable to those equity shareholders whose names stand registered in the books of your Company as on the book closure date.

The total equity dividend together with the dividend tax will absorb ₹ 680.17 Lacs.

FINANCE :

During the year under review, liquidity position of your Company was maintained satisfactorily and optimum utilization of financial resources was achieved. Increase in the business volume coupled with slow realization of funds in some projects and stringent contractual retention terms in few projects particularly in Tamil Nadu increased level of borrowings. Monetary policy of the Reserve Bank of India continued to be anti inflationary resulting into high cost of borrowings. Though, your Company endeavoured to resort to the cheaper sources of finances, due to the reasons mentioned earlier, the overall borrowing costs have increased. However, due to well monitored working capital management and better negotiations of pricing for finances, the Company could keep effective cost of borrowings under control.

The Company has been prompt in meeting obligations towards its Bankers and other trade creditors.

INCOME TAX ASSESSMENT:

The Income Tax assessment of your Company has been completed till Assessment Year 2011-12. The appeals filed by the Income Tax Department and the Company, against the assessment orders for previous financial years are pending with the Income Tax Appellate Authorities and Bombay High Court. The amount of disallowance involved in various appeals is ₹ 6,067.31 Lacs, on which necessary tax provision has been made in the accounts. The major dispute is with regard to the claim u/s 80IA of the Income Tax Act, 1961, which is amounting to ₹ 5,767.60 Lacs, in respect of execution of eligible infrastructure projects of water, sewerage and irrigation. The balance amount of ₹ 299.71 Lacs pertains to other items of disallowance such as Section 14A disallowance, land valuation of Wadala property, etc.

FACTORIES :

During the year under review, the Company has closed down its factory at Badarpur, New Delhi w.e.f. 31st August, 2013. The Badarpur factory was established in January, 1971. As there were no orders on hand, the manufacturing operations of the Badarpur factory were completely suspended from February, 1996. Subsequently the Ministry of Urban Development, Government of India as per the directions issued on 17th December, 2000 by the Nodal Agency classified manufacturing of

Reinforced Cement Concrete Pipes (RCC) in Group 'F' in the Master Plan as a polluting industry.

During the year the Company has closed down its factory at Srirangam in Tamilnadu and surrendered the leasehold land to the owners. The Company has also closed its factory at Petlad in Gujarat.

The total number of factories of the Company as at the end of period under report stand at 20.

CORPORATE GOVERNANCE :

The Company has implemented procedures and adopted practices in conformity with the code of Corporate Governance as provided in the amended Clause 49 of the Listing Agreement with the Stock Exchanges. The Company has also implemented Code of Conduct for all its Non-Executive Directors and Executive Directors and Senior Management Personnel of the Company, who have affirmed compliance thereto. The said Codes of Conduct have been posted on the website of the Company. The Management Discussion and Analysis Report and Corporate Governance Report, appearing elsewhere in this Annual Report forms part of the Directors' Report. A certificate from the Statutory Auditors of the Company certifying the compliance of conditions of Corporate Governance is also annexed thereto.

PUBLIC DEPOSITS AND LOANS/ADVANCES:

The Company had terminated its Fixed Deposits Schemes w.e.f. 28th July, 2009 and stopped accepting / renewing deposits since then. Accordingly it has repaid all the deposits together with interest as and when they matured on their respective maturity date(s).

An aggregate amount of ₹ 1.95 Lacs representing 13 fixed deposits have matured but remained unclaimed as at 31st March, 2014 as these deposit holders have not yet surrendered their fixed deposits receipts for the repayment to the Company. Since then no instructions for repayment of matured fixed deposits have been received.

The Company has no loans / advances and investments in its own shares by listed Companies, their subsidiaries, associates etc. as required to be disclosed in the annual accounts of the companies pursuant to Clause 32 of the Listing Agreement.

Further, in conformity with the aforesaid Clause, the Cash Flow Statement for the year ended 31st March, 2014 is annexed hereto.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO :

Information pursuant to Section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 relating to foregoing matters, wherever applicable, is given by way of an Annexure and forms part of this report.

A. Conservation of Energy :

Effective control measures/systems to conserve energy are already in force at Company's establishments. Consciousness of energy conservation is also cultivated among the employees to optimise the use of Electricity / Fuel etc.

Total energy consumption and energy consumption per unit as per Form A of Annexure to the Rules applicable to certain Industries specified in the schedule thereto :

Not Applicable.

B. Technology Absorption, Adaptation and Innovation:

The required information in the prescribed form under the Companies Act, 1956 in respect of technology absorption is given in the Annexure forming part of this report.

C. Foreign Exchange Outgo and Earnings:

The required information in respect of foreign exchange outgo and earnings have been given in the Note No.2.41, 2.42 and 2.43 respectively forming part of the Accounts for the Financial Year ended 31st March, 2014.

DIRECTORS :

Mr. Rameshwar D. Sarda, Director of the Company retires by rotation at the ensuing Annual General Meeting under the erstwhile provisions of the Companies Act, 1956. In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Mr. Rameshwar D. Sarda has offered for appointment as Independent Director for 5 years from the date of ensuing Annual General Meeting to be held on 25th July, 2014 to 24th July, 2019. Further Mr. Ajit Gulabchand, Mr. Rajendra M. Gandhi and Mr. Vijay Kumar Jatia, Directors whose period of office is subject to retirement by rotation have offered themselves for appointment as Independent Directors for 5 years from the date of ensuing Annual General Meeting to be held on 25th July, 2014 to 24th July, 2019 in terms of Section 149 and any other applicable provisions of Companies Act, 2013. The Company has received requisite disclosures / declarations from all Independent Directors viz, Mr. Ajit Gulabchand, Mr. Rajendra M. Gandhi, Mr. Rameshwar D. Sarda, Mr. N. Balakrishnan and Mr. Vijay Kumar Jatia as required under the relevant provisions of Companies Act, 2013.

The Company has received notices under Section 160 of Companies Act, 2013 from members signifying their intention to propose Mr. Ajit Gulabchand, Mr. Rajendra M. Gandhi, Mr. Rameshwar D. Sarda and Mr. Vijay Kumar Jatia as candidates for the office of Independent Directors at the ensuing Annual General Meeting.

As per Section 152 of the Companies Act, 2013, Ms. Anima B. Kapadia and Mr. P. D. Kelkar, Directors of the Company, retire by rotation at the ensuing Annual General meeting and offers themselves for re-appointment.

Profile of all these Directors have been given in the Notice of the ensuing Annual General Meeting of the Company.

Corporate Social Responsibility Committee (CSR) :

In accordance with Section 135 of Companies Act, 2013, the Board of Directors of the Company at their meeting held on 27th May, 2014, have formed Corporate Social Responsibility Committee (CSR Committee) and nominated Mr. Rajas R. Doshi, Chairman & Managing Director, Ms. Jyoti R. Doshi, Non-Executive Director and Mr. Rameshwar D. Sarda, Independent Director as members of the Committee.

Role of CSR Committee :

- 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.
- Recommend the amount of expenditure to be incurred on the activities referred in the CSR policy.
- Monitor the CSR Policy of the Company and its implementation from time to time.

DIRECTORS' RESPONSIBILITY STATEMENT:

As required under Section 217(2AA) of the Companies Act, 1956 the Board of Directors hereby confirm that :

1. in the preparation of the Annual Accounts for the financial year ended 31st March, 2014, the applicable Accounting Standards have been followed along with proper explanation relating to material departures;
2. appropriate accounting policies have been selected and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2014 and of the profit of the Company for the year ended on that date;
3. proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
4. the Annual Accounts for the financial year ended 31st March, 2014 have been prepared on a going concern basis.

PARTICULARS OF EMPLOYEES:

Information as per Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 forms part of this Report. However, as per provisions of Section 219(1)(b)(iv) of the Companies Act, 1956 the Report and Accounts are being sent to the Shareholders excluding the aforesaid information. Any Shareholder interested in obtaining such particulars may write to the Company Secretary at the Registered Office of the Company.

AUDITORS :

M/s. K. S. Aiyar & Co., Chartered Accountants, Mumbai bearing ICAI Registration No.100186W retires by rotation as Auditors of the Company.

As required under Section 139 of the Companies Act. 2013, the Company has obtained a consent and a written certificate from them to the effect that their appointment, if made, would be in accordance with the conditions prescribed under the Companies Act, 2013 and the rules made thereunder, as may be applicable.

You are requested to re-appoint them as Statutory Auditors of the Company for the financial year 2014-15.

BRANCH AUDITORS :

M/s. Brahmayya & Co., Chartered Accountants, Hyderabad bearing Firm Registration No.000513S, retires as Branch Auditors of the Company and have given their written consent and a certificate to the effect that their appointment, if made, would be in accordance with the conditions prescribed under the Companies Act, 2013 and the rules made thereunder, as may be applicable.

You are requested to re-appoint M/s. Brahmayya & Co., Chartered Accountants as Branch Auditors under Section 139 of the Companies Act, 2013, to carry out Branch Audit, Limited Review and Tax Audit of the Company's Factories, Projects and Project Offices in the State of Andhra Pradesh including proposed new States to be formed due to reorganisation of State of Andhra Pradesh for the financial year 2014-15 and also authorise Board of Directors to appoint Branch Auditors in other States.

COST AUDITOR :

In terms of Section 148 of the Companies Act, 2013, the Board has appointed Mr. V. V. Deodhar, Cost Accountant as Cost Auditor for Cost Audit of such of the product(s) and for Cost Compliance Report for such of the products / activities of the Company, to be specified by the Central Government for the financial year 2014-15.

As required under the provision of Section 139(1) of the Companies Act, 2013, Mr. Vikas Vinayak Deodhar, Cost Accountant has given consent and written certificate under the provisions of Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014.

INDUSTRIAL RELATIONS :

The Company is having total strength of 1353 employees as on 31st March, 2014 working at various locations such as Factories / Projects / Head Office and Research & Development Department, Mumbai.

Industrial relations with the workmen at various units of the Company were by and large remained peaceful and cordial.

ACKNOWLEDGEMENTS :

Your Directors record their gratitude to the Shareholders, Customers, Bankers, Government Departments, Vendors and Sub-contractors and all other Stakeholders for their continued support and co-operation during the year.

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

Wishing you all good health, wealth and prosperity.

For and on behalf of the Board of Directors,

Rajas R. Doshi
Chairman & Managing Director

Registered Office:
Construction House, 2nd floor,
5, Walchand Hirachand Road,
Ballard Estate, Mumbai - 400 001

Date : 27th May, 2014

DISCLOSURE OF PARTICULARS WITH RESPECT TO TECHNOLOGY ABSORPTION

(A) RESEARCH AND DEVELOPMENT (R & D)

The Company has separate Research and Development Division situated in Mumbai, which is recognized by the Ministry of Science & Technology, Department of Scientific and Industrial Research, Government of India, New Delhi.

(1) Specific areas in which R & D carried out by the Company are the following :

– New Product Development

– Import Substitution

– Technology Upgradation

– Evaluation of Alternate Raw-materials

– Designing and Improving manufacturing process and quality of products

– Improvement of Designs of Plant and Machinery

(2) Benefits derived as a result of the above R & D :

Research and Development provide valuable support to the business through innovation of new products and process, which are transferred to the factories / project works.

(3) Future Plan of Action :

The Company endeavors to continue research on areas set out in (1) above :

(4) Expenditure on R&D :

The total expenditure on Research & Development during the year was ₹ 279.23 Lacs (0.34% of the turnover) as compared to ₹ 256.75 Lacs (0.37% of the turnover) of previous year.

(B) TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION

1. Modification of Kekri & Sikar factory in Rajasthan and Karari factory in Uttar Pradesh has been completed to manufacture BWSC Pipes for length up to 6.5 Mtr.
2. Modification of Miraj factory in Maharashtra has been completed to manufacture PCCP pipes for length up to 6.5 Mtr.
3. A Hydrostatic Testing Machine for testing of higher diameter and Higher Pressure PSC / PCC / BWSC Pipes has been fabricated and erected at Dhule factory.
4. Introduced Electric Curing successfully for the green concrete lined PCCP pipes at Dhule factory to recycle and utilize the same moulds on the same day to increase the production at reduced mould inventory cost.
5. Joint Ring Expanding Machine got fabricated and erected at Sikar factory.
6. Use of stone crushed sand (M-Sand) for manufacturing of pipes has been implemented in Chilamathur, Choutuppal, Patancheru, Yelhanka, Miraj and Vadgaon factories.
7. In case of imported technology (imported during the last five years reckoned from the beginning of the financial year), following information may be furnished.

(a)	Technology imported	NIL
(b)	Year of Import	
(c)	Has technology been fully absorbed	
(d)	If not fully absorbed, areas which this has not taken place, reasons therefore and future plans of action.	

For and on behalf of the Board of Directors,

Rajas R. Doshi
Chairman & Managing Director

Date : 27th May, 2014

CORPORATE GOVERNANCE PHILOSOPHY:

The philosophy of Corporate Governance as manifested in the Company's functioning is to achieve business excellence by enhancing long term shareholders value and interest of all its stakeholders. Efficient conduct of its business through commitment to transparency and business ethics in discharging its corporate responsibilities are hallmarks of the best practices already followed by the Company.

Good corporate governance has always been an integral part of the Company's business philosophy. The Company attaches significant importance to issues of Corporate Governance and has always focused on good corporate governance. Your Company has consistently made efforts in ensuring transparency, accountability and responsibility in dealing with its employees, stakeholders, customers and the community at large.

Your Company fundamentally believes that good corporate governance should be an internally driven need and is not to be looked upon as an issue of compliance dictated by statutory requirements. Your Company has systems and procedures in place to ensure that it remains fully compliant with all mandated regulations. The stipulations mandated by Clause 49 on the mandatory requirements of the Listing Agreement have been fully complied.

I. BOARD OF DIRECTORS:

Composition of Board:

The Company has Executive Chairman and Executive Director. The total strength of the Board is ten Directors, out of which there are five Independent Directors as on 31st March, 2014. The Composition of Board is in conformity with Clause 49 of the Listing Agreement which stipulates that at least half of the Board should comprise of Independent Directors if the Chairman of the Board is an Executive Chairman.

The management of the Company is entrusted in the hands of the Key Management Personnel of the Company and is headed by the Chairman & Managing Director who operates under the supervision and control of the Board. The Board reviews and approves strategy and oversees the actions and results of management to ensure that the long term objectives of the organisation are achieved successfully.

Mr. Rajas R. Doshi, Chairman & Managing Director of the Company, Ms. Jyoti R. Doshi, Non-executive Director and Mr. Mayur R. Doshi, Executive Director are related and belong to the Company's promoter group.

Ms. Anima B. Kapadia, Non-Executive Director of the Company, is a sole proprietor of M/s. Daphtary Ferreira & Divan, Solicitors & Advocates, one of the Solicitors & Advocates of the Company having 38 years' experience as a Solicitor & Lawyer.

Mr. P. D. Kelkar is the other Non-Executive Director of the Company, having 52 years experience in water supply project management, pipe manufacturing and other civil engineering field.

All other Directors are Independent Directors of the Company.

In terms of Section 152(6) of the Companies Act, 2013, the Independent Directors of the Company are not liable to retire by rotation.

None of the Directors except Mr. Rajas R. Doshi, Chairman & Managing Director, Ms. Jyoti R. Doshi, Director and Mr. Mayur R. Doshi, Executive Director of the Company are related to each other.

Apart from the above and apart from the reimbursement of expenses for attending meetings of Board and Committees, the sitting fees that these Directors would be entitled to as fixed by the Board under the Companies Act, 1956 as Non-Executive Directors, the commission they may receive @1% of net profits for the financial year or an amount not exceeding ₹ 24 Lacs per financial year in aggregate whichever is less for a period of 3 years commencing from the financial year 2012-13 to 2014-15, the remuneration that the Director may receive for professional services as a Legal Advisor and the dividend on the shares owned by them, none of these Directors has any other material pecuniary relationships or transactions with the Company, its Promoters, its Directors, its Senior Management or its Subsidiaries and Associates, its Holding Company which in their judgment would affect their independence.

The Senior Management have made disclosures to the Board confirming that there are no material, financial and/or commercial transactions between them, the Company and its Promoters, which could have potential conflict of interest with the Company at large.

The names and categories of Directors, the number of Directorships and Committee positions held by them in the companies are given below. None of the Directors on the Board is a Member of more than 10 Committees and Chairman of more than 5 Committees (as specified in Clause 49 of the Listing Agreement), across all the companies in which he/she is Director.

A. The Constitution of the Board is as under:

Directors	Category	Total number of Committee Memberships of Public Companies +	Total number of Chairmanships of Committees of Public Companies +	Total number of Directorships of Public Companies *
Executive				
Mr. Rajas R. Doshi, Chairman & Managing Director	Promoter	5	1	5
Mr. Mayur R. Doshi, Executive Director	Promoter	Nil	Nil	2
Non-Executive				
Mr. Ajit Gulabchand	Independent	5	2	13
Ms. Jyoti R. Doshi	Promoter	Nil	Nil	2
Mr. Rajendra M. Gandhi	Independent	1	1	1
Mr. Rameshwar D. Sarda	Independent	1	Nil	2
Mr. N. Balakrishnan	Independent	1	Nil	1
Ms. Anima B. Kapadia	Non-Independent	2	1	3
Mr. Vijay Kumar Jatia	Independent	2	Nil	6
Mr. P. D. Kelkar	Non-Independent	2	Nil	2

+ Committees considered are Audit Committee and Stakeholders Relationship Committee (erstwhile Shareholders' / Investors' Grievance Committee), including The Indian Hume Pipe Co. Ltd.

* Excludes Directorships in Private Limited Companies, Foreign Companies, Section 25 Companies and Alternate Directorships.

B. Board Procedure

Notice of Board and Committee meetings alongwith detailed Agenda folder is sent to each Director in advance, to enable the Board to discharge their responsibilities effectively. The Managing Director briefs the Board at every meeting on the overall performance of the Company.

The following information inter-alia is regularly provided to the Board as part of the agenda papers:

- Annual operating plans and budgets and any updates.
- Capital budgets and any updates.
- Quarterly, half-yearly, annual results of the Company and its operating divisions or business segments.
- Minutes of meetings of Audit Committee and other committees of the Board.
- The information on recruitment and remuneration of Senior Officers just below the Board level, including appointment or removal of Chief Financial Officer and the Company Secretary.
- Show cause, demand, prosecution notices and penalty notices, which are materially important.
- Fatal or serious accidents, dangerous occurrences, any material effluent or pollution problems.
- Any material default in financial obligations to and by the Company, or substantial non payment for goods sold by the Company.
- Any issue, which involves possible public or product liability, claims of substantial nature, including any judgement or order which, may have passed strictures on the conduct of the Company or taken an adverse view regarding another enterprise that can have negative implications on the Company.
- Details of any Joint Venture or Collaboration Agreement.
- Transactions that involve substantial payment towards goodwill, brand equity or intellectual property.
- Transactions pertaining to purchase / disposal of fixed assets/ properties of the Company.
- Major accounting provisions and write-offs and write back.
- Review of major legal issues.
- Significant labour problems and their proposed solutions. Any significant development in Human Resources / Industrial Relations front like signing of wage agreement, implementation of Voluntary Retirement Scheme etc.
- Sale of material nature of investments, assets, which is not in the normal course of business.
- Quarterly details of foreign exchange exposures and the steps taken by management to limit the risks of adverse exchange rate movement, if material.
- Non-compliance of any regulatory, statutory or listing requirements and shareholders service such as non-payment of dividend, delay in share transfer etc.

  The Board periodically reviews compliance reports of all laws applicable to the Company, as well as steps taken by the Company to rectify instances of non-compliances.

C. Number of Board Meetings, attendance of the Directors at meetings of Board and at the last Annual General Meeting.

Four Board meetings were held during the financial year from 1st April, 2013 to 31st March, 2014 on following dates:

- 29th May, 2013
- 25th July, 2013
- 30th October, 2013
- 29th January, 2014

The Eighty Seventh Annual General Meeting was held on 25th July, 2013.

Attendance of the Directors at these meetings is as under:

Director	No. of Board Meetings Attended	Attendance at the AGM
Mr. Rajas R. Doshi	4	Yes
Mr. Ajit Gulabchand	3	No
Ms. Jyoti R. Doshi	4	Yes
Mr. Rajendra M. Gandhi	4	Yes
Mr. Rameshwar D. Sarda	4	No
Mr. N. Balakrishnan	2	Yes
Ms. Anima B. Kapadia	4	Yes
Mr. Vijay Kumar Jatia	4	Yes
Mr. P. D. Kelkar	4	Yes
Mr. Mayur R. Doshi	4	Yes

D. Directors seeking re-appointment

Ms. Anima B. Kapadia and Mr. P. D. Kelkar, Directors retire by rotation and being eligible offers themselves for re-appointment. Mr. Ajit Gulabchand, Mr. Rajendra M. Gandhi, Mr. Rameshwar D. Sarda and Mr. Vijay Kumar Jatia are being appointed as Independent Directors for a period of five years from 25th July, 2014 to 24th July, 2019 in terms of Section 149 and any other applicable provisions of the Companies Act, 2013. The resume of the Directors seeking re-appointment are given in the Annual Report.

II. Remuneration to Directors

A. Remuneration to Non-Executive Directors for the year ended 31st March, 2014.

Non-Executive Directors are paid sitting fees for every meeting of the Board or of Committee attended by them. The Board of Directors at their meeting held on 30th October, 2013 has revised sitting fees to ₹ 20,000/- from ₹ 10,000/-.

In the Annual General Meeting held on 25th July, 2012, the members had approved payment of commission, not exceeding 1% of the net profits of the Company or an amount not exceeding ₹ 24 Lacs in aggregate, whichever is less, per financial year, to Non-Executive Directors for a period of three financial years commencing from the year 2012-13.

The Board of Directors at its meeting held on 27th May, 2014, has decided to pay equal commission to all Non-executive Directors for the financial year 2013-14.

The remuneration paid / payable to Non-Executive Directors for the year ended 31st March, 2014 is as under :

(₹)

Director	Board	Committee	Commission*	Total
Mr. Ajit Gulabchand	50,000	20,000	3,00,000	3,70,000
Ms. Jyoti R. Doshi	60,000	--	3,00,000	3,60,000
Mr. Rajendra M. Gandhi	60,000	70,000	3,00,000	4,30,000
Mr. Rameshwar D. Sarda	60,000	60,000	3,00,000	4,20,000
Mr. N. Balakrishnan	30,000	30,000	3,00,000	3,60,000
Ms. Anima B. Kapadia	60,000	30,000	3,00,000	3,90,000
Mr. Vijay Kumar Jatia	60,000	70,000	3,00,000	4,30,000
Mr. P. D. Kelkar	60,000	20,000	3,00,000	3,80,000
Total :	4,40,000	3,00,000	24,00,000	31,40,000

* Provision has been made in accounts for the year 2013-14.

B. (i) Remuneration of the Managing Director for the year ended 31st March, 2014.

Remuneration payable to the Managing Director for the period of 5 years w.e.f.1st July, 2013 to 30th June, 2018 had been recommended by the Remuneration Committee and approved by the Board at their meetings held on 29th May, 2013 and Shareholders at the Annual General Meeting held on 25th July, 2013.

(ii) Remuneration of the Executive Director for the year ended 31st March, 2014.

Remuneration payable to the Executive Director w.e.f. 28th May, 2012 to 31st March, 2016 had been recommended by the Remuneration Committee and approved by the Board at their meetings held on 28th May, 2012 and Shareholders at the Annual General Meeting held on 25th July, 2012.

Following is the remuneration paid to the Managing Director and Executive Director for the year ended 31st March, 2014:

Directors	Salary, Perquisites and Allowances* (₹)	Company's contribution to funds* (₹)	Commission* (₹)	Total* (₹)	Contract Period
Mr. Rajas R. Doshi Chairman & Managing Director	1,36,97,006.30	21,87,000.00	36,85,000.00	1,95,69,006.30	5 years with effect from 01-07-2013 to 30-06-2018
Mr. Mayur R. Doshi Executive Director	59,27,714.72	7,45,200.00	39,13,000.00	1,05,85,914.72	With effect from 28th May, 2012 to 31st March, 2016

* Provision has been made in the accounts for the year 2013-14.

Note:

1. Service Contract in case of Chairman & Managing Director is five years and in case of Executive Director is w.e.f. 28th May, 2012 to 31st March, 2016 and Notice period applicable to Managing Director and Executive Director is six months.
2. The above remuneration to the Managing Director and Executive Director is recommended by the Remuneration Committee and approved by the Board.
3. Commission proposed is payable to the Chairman & Managing Director and Executive Director after the Audited Accounts are adopted by the Members of the Company at the ensuing Annual General Meeting.
4. Company has not issued stock options.

III. COMMITTEES OF BOARD

A. Audit Committee

The Audit Committee was constituted by the Board of Directors at its meeting held on 25th October, 2001. Presently it has 4 members. Mr. Rajendra M. Gandhi, is the Chairman, Mr. Rameshwar D. Sarda, Mr. Vijay Kumar Jatia and Mr. P. D. Kelkar, Non-Executive Director (appointed w.e.f. 27th May, 2014) are Members of the Audit Committee. Except Mr. P. D. Kelkar, all other members of the Committee are Independent Directors.

The Company Secretary acts as the Secretary to the Committee.

Besides having access to all the required information of the Company, the Committee can obtain external professional advice whenever required. The Committee acts as a link between the Statutory and the Internal Auditors and the Board of Directors of the Company.

It is authorised to select and establish accounting policies, review reports of the Statutory and the Internal Auditors and meet with them to discuss their findings, suggestions and other related matters. The Committee is empowered to review the remuneration payable to the Statutory Auditors and to recommend a change in Auditors, if felt necessary. It is also empowered to review Financial Statements, Management Discussion & Analysis Report and material individual transactions with related parties not in normal course of business or which are not at an arm's length basis. Generally all items listed in Clause 49 III D of the Listing Agreement are covered in the terms of reference. The Audit Committee has been granted powers as prescribed under Clause 49 III C.'

Four committee meetings were held during the year from 1st April, 2013 to 31st March, 2014 on following dates:

- 29th May, 2013
- 30th October, 2013
- 25th July, 2013
- 29thJanuary, 2014

The attendance of the members at these meetings is as under:

Sr. No.	Members	Meetings Attended
1	Mr. Rajendra M. Gandhi	4
2	Mr. Rameshwar D. Sarda	4
3	Mr. Vijay Kumar Jatia	4

The meetings of the Audit Committee were also attended by the Chairman & Managing Director, Executive Director, Operating Executives, Company Secretary, Controller of Accounts & Finance, Chief Internal Auditor, Statutory Auditor and Cost Auditor.

In accordance with Section 177 of the Companies Act, 2013 and as per revised Clause 49 of Equity Listing Agreement (effective from October 1, 2014), the Board of Directors of the Company at their meeting held on 27th May, 2014, has approved revised terms of reference for the Audit Committee. Further the Audit Committee has been granted powers as prescribed under Clause 49 (III)(C) of the Listing Agreement.

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

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
- Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- 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 Directors' Responsibility Statement to be included in the Board 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.
- Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- 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;
- Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- Approval or any subsequent modification of transactions of the company with related parties;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Reviewing, with the management, performance of statutory and internal auditors and adequacy of the internal control systems;
- 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;
- Discussion with internal auditors of any significant findings and follow up thereon;
- 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;
- 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;
- 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;
- To review the functioning of the Whistle Blower mechanism;
- 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;
- Approve all related party transactions.
- Administer Vigil Mechanism.
- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

Powers of Audit Committee, pursuant to its terms of reference,include the following:

- To investigate any activity within its terms of reference.
- To seek information from any employee.
- To obtain outside legal or other professional advice.
- To secure attendance of outsiders with relevant expertise, if it considers necessary.

Review of information by Audit Committee:

- The Audit Committee shall mandatorily review the following information:
- Management discussion and analysis of financial condition and results of operations;
- Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
- Management letters / letters of internal control weaknesses issued by the statutory auditors;
- Internal audit reports relating to internal control weaknesses; and
- The appointment, removal and terms of remuneration of the Chief internal auditor;

B. STAKEHOLDERS RELATIONSHIP COMMITTEE (erstwhile Shareholders'/Investors' Grievance Committee)

The Committee comprises of five Directors viz Ms. Anima B. Kapadia (Chairperson), Mr. Rajas R. Doshi, Mr. Ajit Gulabchand, Mr. N. Balakrishnan and Mr. P. D. Kelkar.

Mr. S. M. Mandke, Company Secretary is the Compliance Officer.

The Committee deals with the following matters:

- Noting transfer/transmission of shares
- Review of dematerialised/rematerialized shares and all other related matters.
- Monitors expeditious redressal of Investor grievances of security holders including complaints received from shareholders related to transfer of shares, non-receipt of Annual Report, Dividends etc. as well as complaints of shareholders received from Stock Exchanges, SEBI, ROC etc.
- All other matters related to shares.

During the year one Committee meeting was held on 30th October, 2013. The attendance at the meeting was as under:

Sr. No.	Members	Meeting Attended
1.	Ms. Anima B. Kapadia	Yes
2.	Mr. Rajas R. Doshi	Yes
3.	Mr. N. Balakrishnan	Yes
4.	Mr. Ajit Gulabchand	Yes
5.	Mr. P. D. Kelkar	Yes

Share transfers are approved weekly by the Chairman & Managing Director/Executive Director.

During the year, 4 complaints were received from the shareholders, all of which were resolved to date.

As on 31st March, 2014, there were no pending share transfers pertaining to the year under review.

In accordance with Section 178 (5) of the Companies Act, 2013 and as per revised Clause 49 of Equity Listing Agreement (effective from October 1, 2014), the Board of Directors of the Company at their meeting held on 27th May, 2014, have approved the change in nomenclature of the Shareholders'/ Investors' Grievances Committee to Stakeholders Relationship Committee and revised their terms of reference. The Committee shall in addition to the revised terms of reference resolve the grievances of deposit holders and other security holders of the Company.

C. Nomination and Remuneration Committee (erstwhile Remuneration Committee)

This Nomination and Remuneration Committee comprises of Mr. N. Balakrishnan, Chairman, Independent Director, Mr. Vijay Kumar Jatia and Mr. Rajendra M. Gandhi, Independent Directors and Ms. Anima Kapadia, Non-Executive Director.

During the year one Committee meeting was held on 29th May, 2013. The attendance at the meeting was as under:

Sr. No.	Members	Meeting Attended
1.	Mr. N. Balakrishnan	Yes
2.	Ms. Anima B. Kapadia	Yes
3.	Mr. Vijay Kumar Jatia	Yes
4.	Mr. Rajendra M. Gandhi	Yes

In accordance with Section 178 of the Companies Act, 2013 and as per revised Clause 49 of Equity Listing Agreement (effective from October 1, 2014), the Board of Directors of the Company at their meeting held on 27th May, 2014, have approved the change in nomenclature of the Remuneration Committee to Nomination and Remuneration Committee and have revised their terms of reference as under:

The revised terms of reference of the Nomination and remuneration Committee, inter-alia, includes the following:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- Formulation of criteria for evaluation of Independent directors and the Board;
- Devising a policy on Board diversity;
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board, their appointment and removal. The Company shall disclose the remuneration policy and the evaluation criteria in its Annual Report.
- To recommend appointment of relative of Director to any office or place of profit in the Company and fix and recommend remuneration, revision in remuneration and perquisites, promotion to the next higher grade(s) / scale(s) with all usual allowances, facilities and benefits as applicable to such grade(s) / scale(s) from time to time, in respect of remuneration and perquisites of a relative of Director in the employment of the Company.

Remuneration Policy

While deciding on the remuneration for Directors, the Board and Nomination and Remuneration Committee considers the performance of the Company, the current trends in the industry, the qualification of the appointee(s), their experience, past performance and other relevant factors. The Board / Committee regularly keeps track of the market trends in terms of compensation levels and practices in relevant industries through participation in structured surveys. This information is used to review the Company's remuneration policies.

IV. DISCLOSURES

A. Related Party Transactions

During the financial year 2013-14, there were no materially significant transactions entered into between the Company and its promoters, directors or the management, relatives, etc. that may have potential conflict with the interests of the Company at large. Further, details of related party transactions are presented in note No.2.32 to Annual Accounts of the Annual Report.

B. Disclosure of Accounting Treatment in preparation of Financial Statements

The Company has followed the Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 as amended to the extent applicable and with the relevant provision of the Companies Act, 1956 read with General Circular No. 15/2013 dt. 13.09.2013 issued by Ministry of Corporate Affairs in preparation of its financial statements.

C. Risk Management Frame Work

The Company has laid down procedures to inform Board members about the risk assessment and mitigation procedures. These procedures will be periodically reviewed and further improvement(s), if any, suggested by the Management will be implemented.

D. Vigil Mechanism

The Board of Directors at their meeting held on 27th May, 2014 has approved Vigil Mechanism policy for directors and employees to report concerns about unethical behavior actual or suspected fraud or violation of the Company's Code of Conduct to be administered by Audit Committee.

E. Code of Conduct

The Board of Directors had laid down two separate categories of Code of Conduct, one for the Executive Directors & Senior Management Personnel and the other for Non-Executive Directors. Copies of the two Codes of Conduct are available on the website of the Company: www.indianhumepipe.com. All the Board members and Senior Management Personnel have affirmed compliance with the Code of Conduct. A declaration to this effect signed by Mr. Rajas R. Doshi, Chairman & Managing Director is given in this report.

F. Code for Prevention of Insider-Trading

In compliance with SEBI's regulation on prevention of insider trading, the Company has instituted a comprehensive Code of Conduct for prevention of Insider Trading for its Directors and Designated Employees and their dependents. The Code lays down guidelines, which regulates Trading Window period, seeks disclosures of annual holdings and prohibits dealing in shares of the Company during the closure of Trading Window, besides compliance with other related matters.

G. CEO/CFO Certification

As required under Clause 49 of the Listing Agreement with the Stock Exchanges, the Chairman & Managing Director and the Controller of Accounts & Finance of the Company have issued a certificate to the Board of Directors, for the year ended 31st March, 2014.

V. SHAREHOLDER INFORMATION

(i) Annual General Meeting

The Eighty Eighth Annual General Meeting of the Company will be held on Friday, 25th July, 2014 at 4.00 p.m. at Walchand Hirachand Hall, 4th Floor, Indian Merchants' Chamber Building, Churchgate, Mumbai - 400 020 to transact such business as stated in the Notice of the Meeting.

(ii) Financial Calendar

Financial year: 1st April to 31st March.

Unaudited Financial Results with Limited Review for quarter ended :

June, 2014 - by 14th August, 2014.

September, 2014 - by 14th November, 2014.

December, 2014 - by 14th February, 2015.

Audited financial results for the year ended 31st March, 2015 - by end of May, 2015.

AGM for the year ended 31st March, 2015 - by end of July, 2015.

Note : The above dates are indicative.

(iii) Book Closure

Friday,11th July, 2014 to Friday, 25th July, 2014 (both days inclusive).

(iv) Dividend Payment Date

On or after Wednesday, 30th July, 2014.

(v) Listing of Equity Shares on Stock Exchanges, Stock Codes and ISIN

BSE Limited (BSE)	504741
National Stock Exchange of India Ltd. (NSE)	INDIANHUME
International Securities Identification Number (ISIN) No.	INE 323C01030

The Company has paid Listing Fees to BSE and NSE for financial year 2014-15.

(vi) Stock Market price data:

High/low prices during each month in last financial year on BSE Limited and National Stock Exchange of India Limited.

Month	BSE Limited		National Stock Exchange of India Ltd.	
	High (₹)	Low (₹)	High (₹)	Low (₹)
April 2013	106	91	106	94
May 2013	116	96	116	97
June 2013	107	91	110	92
July 2013	103	73	101	73
August 2013	100	76	97	75
September 2013	94	78	95	78
October 2013	115	83	114	85
November 2013	143	112	143	111
December 2013	129	116	130	115
January 2014	142	122	143	123
February 2014	131	117	132	115
March 2014	125	118	125	118

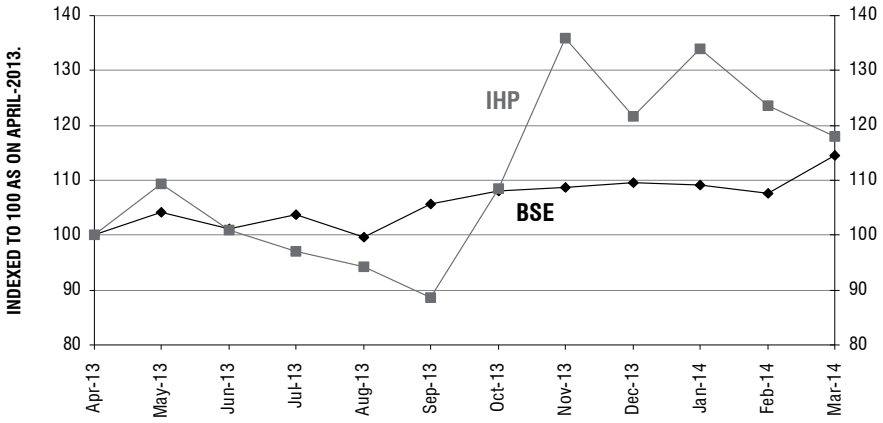
(vii) Stock Performance in comparison to BSE Sensex

Month	BSE Sensex				IHP Price (₹)			
	Open	High	Low	Close	Open	High	Low	Close
April 2013	18891	19623	18144	19504	95	106	91	100
May 2013	19459	20444	19451	19760	100	116	96	103
June 2013	19859	19860	18467	19396	107	107	91	93
July 2013	19352	20351	19127	19346	94	103	73	77
August 2013	19443	19569	17449	18620	77	100	76	84
September 2013	18692	20740	18166	19380	83	94	78	85
October 2013	19452	21205	19265	21165	84	115	83	114
November 2013	21159	21322	20138	20792	115	143	112	123
December 2013	20771	21484	20569	21171	122	129	116	126
January 2014	21222	21410	20344	20514	129	142	122	124
February 2014	20479	21141	19963	21120	128	131	117	119
March 2014	21079	22467	20921	22386	122	125	118	123

(viii) Performance in comparison to the BSE Sensex & NSE Nifty:

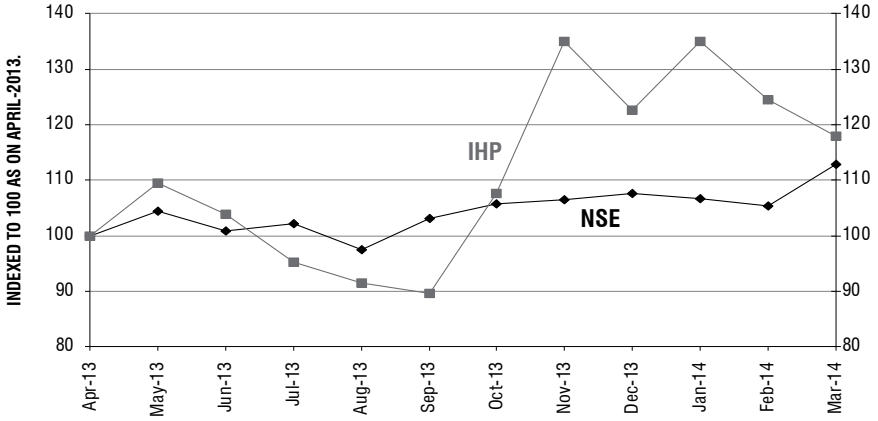
The following charts show the performance of price of Company's Shares as compared to the BSE Sensex & NSE Nifty during the year 2013-14.

IHP Vs. BSE Sensex (1st April 2013 - 31st March 2014)



BSE Sensex and IHP Shares Prices are indexed to 100 at the beginning of April, 2013.

IHP Vs. NSE NIFTY (1st April 2013 - 31st March 2014)



NSE Nifty and IHP Shares Prices are indexed to 100 at the beginning of April, 2013

(ix) Shareholding pattern as on 31st March, 2014

Sr. No.	Description	Number of Shares	% to paid-up capital
1	Promoters	1,69,37,385	69.92
2	Directors & Relatives	72,195	0.30
3	Public Financial Institutions	415	-
4	Banks	40,490	0.17
5	Foreign Institutional Investors	7,77,000	3.21
6	Non Resident Indians / Non-resident	45,283	0.19
7	Bodies Corporate	14,35,794	5.93
8	Public	49,15,023	20.29
	TOTAL	**2,42,23,585**	**100.00**

(x) Distribution of shareholding as on 31st March, 2014

Shares Held	No. of Shareholders	% to Shareholders	No. of Shares	% to paid-up capital
Up to – 500	9,491	84.18	13,09,390	5.41
501 – 1000	807	7.16	6,39,041	2.64
1001 - 2000	474	4.20	6,95,774	2.87
2001 – 3000	199	1.76	4,92,631	2.03
3001 – 4000	72	0.64	2,57,269	1.06
4001 – 5000	72	0.64	3,33,823	1.38
5001 – 10000	101	0.90	7,21,937	2.98
10001 - and above	59	0.52	1,97,73,720	81.63
TOTAL	**11,275**	**100.00**	**2,42,23,585**	**100.00**

(xi) Promoters Group

1.	IHP Finvest Ltd.
2.	Ratanchand Investment Pvt. Ltd.
3.	Mr. Rajas R. Doshi *
4.	Ms. Jyoti R. Doshi
5.	Mr. Aditya R. Doshi
6.	Mr. Mayur R. Doshi

* Includes shares held under HUF and under Trust.

(xii) Dematerialization of Shares and Liquidity as on 31st March, 2014.

Physical Form : 2.75%
Dematerialised Form : 97.25%

Trading in equity shares of the Company is permitted in dematerialized form only as mandated by Securities and Exchange Board of India.

(xiii) Transfer of unclaimed physical share certificates to unclaimed suspense account in demat mode.

Pursuant to Clause 5A (II) of the Listing Agreement, the unclaimed share certificates of the shareholders on account of sub-division of face value of shares of ₹ 10/- each to ₹ 2/- each lying with the Company were transferred to Unclaimed Suspense Account after giving three reminders to these shareholders requesting them to claim their shares.

Accordingly the Company has opened a demat account in the name of 'IHP-Unclaimed Shares Suspense Account' with Stock Holding Corporation of India Ltd (DP) and dematted 1,49,370 Equity Shares belonging to 180 shareholders.

Aggregate number of shareholders and the outstanding shares lying in the Unclaimed Suspense Account at the time of opening of Account		Number of shareholders who approached the Company for transfer of shares from the Unclaimed Suspense Account after opening of account		Number of shareholders to whom shares were transferred from Unclaimed Suspense Account after opening of account		Aggregate number of shareholders and the outstanding shares lying in the Unclaimed Suspense Account at the end of the year	
No. of Holders	No of Shares	No. of Holders	No of Shares	No. of Holders	No of Shares	No. of Holders	No of Shares
180	1,49,370	Nil	Nil	Nil	Nil	180	1,49,370

As per the listing agreement the voting rights on the shares outstanding in the above Unclaimed Suspense Account shall remain frozen till the rightful owners of such shares claims the shares.

(xiv) Registrar and Share Transfer Agent

M/s. Link Intime India Pvt. Ltd.
Unit: The Indian Hume Pipe Company Limited.
C-13, Pannalal Silk Mills Compound,
L. B. S. Marg, Bhandup (West), Mumbai - 400 078.
Tel. No. 022-25946970-78
Fax No. 022-25946969
E-mail: rnt.helpdesk@linkintime.co.in

(xv) Share Transfer System

All the transfers received in physical form are processed by the Registrar and Share Transfer Agent of the Company and approved weekly by the Chairman & Managing Director/Executive Director and noted in the Meetings of the Board of Directors.

(xvi) Outstanding ADRs / GDRs / Warrants or any Convertible Instruments, conversion date and likely impact on equity.

The Company has not issued any ADRs / GDRs / Warrants or any convertible instruments.

(xvii) Plant Locations

The total number of factories of the Company are 20.

(xviii) Address for correspondence

Mr. S. M. Mandke - Company Secretary
Construction House, 2nd floor,
5, Walchand Hirachand Road,
Ballard Estate, Mumbai - 400 001
Tel. : 022-22618091 / 22618092 / 40748181
Fax : 022-22656863
E-mail : investorsgrievances@indianhumepipe.com / shares@indianhumepipe.com

VI. OTHER DISCLOSURES

1. The Annual General Meetings of the Company during the previous three years were held at Walchand Hirachand Hall, 4th floor, Indian Merchants Chamber Building, Churchgate, Mumbai - 400 020.

The date and time of the Annual General Meetings and the special resolutions passed there at are as follows:

Year	Date	Time	Special Resolutions
2010-11	27-07-2011	4.00 p.m.	A. (i) Revision in monthly remuneration and perquisites of Mr. Mayur R. Doshi, General Manager of the Company w.e.f.1st November, 2010.
			(ii) Annual efficiency Incentive and special efficiency incentive to be paid to Mr. Mayur R. Doshi, General Manager of the Company for the financial year 2009-10.
			(iii) Annual Efficiency Incentive and Special Efficiency Incentive to be paid to Mr. Mayur R. Doshi, General Manager of the Company for the financial year 2010-11.
			B. Revision of pay scales (on time scale basis) new salary and perquisites scales of monthly remuneration (salary & perquisites) of Mr. Mayur R. Doshi, General Manager of the Company w.e.f.1st May, 2011.
2011-12	25-07-2012	4.00 p.m.	(i) Appointment of Mr. Mayur R. Doshi as Executive Director w.e.f.28th May, 2012 to 31st March, 2016.
			(ii) Payment of remuneration to Mr. Rajas R. Doshi, Chairman & Managing Director for the financial year 2011-12 and for the remainder of his term up to 30th June, 2013 in the event of inadequate profits or loss during the said financial years.
			(iii) Waiver of excess managerial remuneration of ₹ 68,99,977.03 out of the total managerial remuneration (excluding profit commission) of ₹ 1,19,76,121.50 paid to Mr. Rajas R. Doshi, Chairman & Managing Director of the Company for the financial year from 1st April, 2011 to 31st March, 2012 which is in excess of the limits prescribed in Sections 198, 309 read with Schedule XIII of the Companies Act, 1956.
			(iv) Payment of Commission to Non Executive Directors.
2012-13	25-07-2013	4.00 p.m.	Appointment of Mr. Rajas R. Doshi, as the Chairman & Managing Director of the Company for a further period of 5 years with effect from 1st July, 2013 to 30th June, 2018

No special resolution was passed through postal ballot during the financial year 2013-14. The business under Section 180(1)(a) of the Companies Act, 2013 proposed to be transacted at the ensuing Annual General Meeting require passing of special resolution through postal ballot. The Company is taking steps to pass these resolutions through postal ballot.

2. Details of non-compliance etc.

The Company has complied with all the requirements of regulatory authorities. During the last three years, there were no instances of non-compliance by the Company and no penalty or strictures were imposed on the Company by the Stock Exchanges or SEBI or any statutory authority, on any matter related to the capital markets.

3. Means of Communication

The quarterly, half yearly & yearly results are published in The Economic Times and Maharashtra Times which are national and local dailies. The Company results and official news releases are displayed on the Company's website http://www.indianhumepipe.com.

4. Management Discussion & Analysis Report

The Management Discussion & Analysis Report (MDA) has been attached to the Directors' Report and forms part of this Annual Report.

5. Compliance with mandatory & non-mandatory requirements

The Company has complied with all the mandatory requirements of Clause 49 of the Listing Agreement relating to Corporate Governance.

Further, the Company has adopted following non-mandatory requirement of the Clause 49.

The Company has established Vigil Mechanism Policy which will be administered by Audit Committee.

DECLARATION BY THE CHAIRMAN & MANAGING DIRECTOR PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT

To

The Members of The Indian Hume Pipe Co. Ltd.

I, Rajas R. Doshi, Chairman & Managing Director of The Indian Hume Pipe Co. Ltd., declare that all the members of the Board of Directors and Senior Management Personnel have affirmed compliance with the Codes of Conduct.

Rajas R. Doshi
Chairman & Managing Director

Place : Mumbai
Date : 27th May, 2014

Auditors' Certificate on Corporate Governance

To
The Members of
The Indian Hume Pipe Company Limited
Mumbai – 400001

We have examined the compliance of conditions of Corporate Governance by The Indian Hume Pipe Company Limited for the financial year ended March 31, 2014, as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchange(s).

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

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

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

For K. S. Aiyar & Co.
Chartered Accountants
ICAI Firm Registration No: 100186W

Raghuvir M. Aiyar
Partner
Membership No.38128

Place : Mumbai
Date : 27th May, 2014

INDEPENDENT AUDITORS' REPORT

To the Members of

The Indian Hume Pipe Company Limited

Report on the Financial Statements

We have audited the accompanying financial statements of The Indian Hume Pipe Company Limited ('the Company'), which comprise the Balance Sheet as at March 31, 2014, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these 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 Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ('the Act') which shall continue to apply in respect of section 133 of the Companies Act, 2013 in terms of General Circular 15/2013 dated September 13, 2013 issued by the Ministry of Corporate Affairs. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. 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 disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the 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:

(i) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;

(ii) in the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and

(iii) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 (as amended) ('the Order') issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Act, we enclose in the annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.

2. As required by section 227(3) of the Act, we report that:

   a) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;

   b) in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;

   c) the report on the accounts of the branch offices audited under section 228 by a person other than the company's auditor has been forwarded to us as required by clause (c) of sub-section (3) of section 228 and have been dealt with in preparing our report in the manner considered necessary by us;

   d) the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this report are in agreement with the books of account;

   e) in our opinion, the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956 which shall continue to apply in respect of section 133 of the Companies Act, 2013 in terms of General Circular 15/2013 dated September 13, 2013 issued by the Ministry of Corporate Affairs;

   f) on the basis of the written representations received from the directors, as on March 31, 2014, and taken on record by the Board of Directors, none of the directors of the Company is disqualified as on March 31, 2014 from being appointed as a director, in terms of clause (g) of sub-section (1) of Section 274 of the Companies Act, 1956;

For K. S. Aiyar & Co,
Chartered Accountants
ICAI Firm Registration No: 100186W

Raghuvir M. Aiyar
Partner
Membership No.: 38128

Place : Mumbai
Date : May 27, 2014

(Referred to in paragraph 1 under the heading 'Report on Other Legal and Regulatory Requirements' of our Report of even date on the financial statements for the year ended on March 31, 2014, of The Indian Hume Pipe Company Limited)

(i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of Fixed Assets.

(b) Fixed assets have been physically verified by the management during the year. In our opinion the frequency of such verification is reasonable having regard to the size of the Company and the nature of its fixed assets. No material discrepancies were noticed on such physical verification.

(c) The fixed assets disposed off during the year were not substantial. According to the information and explanation given to us, we are of the opinion that the disposal of the fixed assets has not affected the going concern status of the Company.

(ii) (a) The inventory has been physically verified during the year by the management at reasonable intervals.

(b) The procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.

(c) The Company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical stocks and the book records were not material.

(iii) (a) The Company has not granted any loans, secured or unsecured to the companies, firms and other parties covered in the register maintained under section 301 of the Companies Act, 1956. Accordingly sub clause (b), (c) and (d) are not applicable.

(b) The Company has not taken any loans, secured or unsecured from the companies, firms and other parties covered in the register maintained under section 301 of the Companies Act, 1956. Accordingly sub clause (f) & (g) are not applicable.

(iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business, for the purchase of inventory and fixed assets and with regard to the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in the internal control system.

(v) (a) According to the information and explanations given to us, there were no contracts or arrangements that needed to be entered in the register maintained under section 301 of the Companies Act, 1956. Accordingly sub clause (b) is not applicable.

(vi) In our opinion and according to the information and explanations given to us, the Company has complied with provisions of sections 58A and 58AA or any other relevant provision of the Companies Act, 1956 and the Companies (Acceptance of Deposits) Rules, 1975 with regard to the deposits accepted from the public. As informed to us, no order has been passed by the Company Law Board, National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal.

(vii) In our opinion, the Company has an internal audit system commensurate with its size and nature of its business.

(viii) We have broadly reviewed the books of account relating to materials, labour and other items of cost maintained by the Company pursuant to the Rules made by the Central Government for the maintenance of cost records under section 209 (1) (d) of the Companies Act, 1956 and we are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of the records for determining whether they are accurate or complete.

(ix) (a) The Company is generally regular in depositing with appropriate authorities, undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employee's State Insurance, Income Tax, Fringe Benefit Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Cess and any other material statutory dues applicable to it and there are no arrears outstanding as at the year end for a period of more than six months from the date they became payable.

(b) According to the records of the Company, there are no dues of Sales Tax, Income Tax, Fringe Benefit Tax, Customs Duty, Wealth Tax, Service Tax, Excise Duty, Cess which have not been deposited on account of any dispute other than those detailed below:

Name of Statute	Nature of Dues	Period to which the amount relates	Forum where dispute is pending		
			Commissionerate/ Dy. Commissionerate (₹ in lakhs)	Appellate Tribunal Authorities (₹ in lakhs)	High Court (₹ in lakhs)
Sales Tax / VAT	Tax /Penalty/ Interest	1980-81	-	-	1.09
		1986-87	-	-	1.78
		1989-90	-	25.31	75.15
		1990-91	-	35.70	66.84
		1991-92	-	31.31	15.09
		1992-93	-	15.40	90.82
		1993-94	-	14.39	88.83
		1994-95	-	34.74	70.16
		1995-96	-	72.49	157.94
		1996-97	-	-	78.15

Name of Statute	Nature of Dues	Period to which the amount relates	Forum where dispute is pending		
			Commissionerate/ Dy. Commissionerate (₹ in lakhs)	Appellate Tribunal Authorities (₹ in lakhs)	High Court (₹ in lakhs)
		1997-98	-	-	66.46
		1998-99	-	-	59.30
		1999-00	-	-	5.81
		2000-01	-	-	85.30
		2001-02	-	-	197.15
		2002-03	-	-	164.61
		2003-04	-	70.56	120.63
		2004-05	-	-	76.93
		2005-06	5.08	-	41.56
		2006-07	1.38	-	42.96
		2007-08	0.25	-	-
		2008-09	0.14	-	-
		2009-10	9.27	-	-
		2010-11	12.08	-	-
		2011-12	10.25	-	-
		2012-13	10.90		--
		2013-14	46.74	-	-
Central Excise Act, 1944	Duty, Interest and Penalty on Valuation/ Classification/ Tariff	1978-79	1.06	-	-
		1981-82	0.37	-	-
		1982-83	0.11	-	-
		1985-86	0.06	-	-
		1990-91	-	1.73	-
		1991-92	0.57	0.80	-
		1992-93	0.15	-	-
		1993-94	-	0.35	-
		1994-95	7.01	3.10	-
		1995-96	0.59	1.61	-
		1996-97	0.53	-	-
		1997-98	0.71	-	-
		1998-99	0.80	-	-
		1999-00	0.51	-	-
		2000-01	1.25	-	-
		2004-05	11.89	8.44	-
		2005-06	-	4.80	-
		2006-07	-	5.40	211.53
		2007-08	-	0.71	-
		2008-09	38.59	439.34	-
		2009-10	-	0.74	-
		2010-11	5.96	136.85	-
		2011-12	-	4.74	-
		2012-13	-	9.74	-
		2013-14	-	173.00	-
Service Tax	Tax, Penalty, Interest	2008-09	-	1.80	-
		2009-10	-	87.64	-
		2010-11	-	2.40	-
		2011-12	-	6.27	-

(x) The Company does not have any accumulated losses as at the end of the financial year. The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.

(xi) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to a financial institution, bank or debenture holders.

(xii) In our opinion and according to the information and explanations given to us, the Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.

(xiii) The Company is not a Chit Fund or a Nidhi / Mutual Benefit Fund/ Society. Therefore, the provisions of clause 4(xiii) of the Companies (Auditor's Report) Order, 2003 (as amended) are not applicable to the Company.

(xiv) In our opinion, the Company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly, the provisions of clause 4(xiv) of the Companies (Auditor's Report) Order, 2003 (as amended) are not applicable to the Company.

(xv) 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.

(xvi) According to the information and explanations given to us, the term loans have been applied for the purpose for which the loans were obtained.

(xvii) According to the information and explanations given to us, and on an overall examination of Balance Sheet of the Company, we report that no funds raised on short-term basis have been used for long-term investment.

(xviii) The Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Companies Act, 1956.

(xix) There are no debentures issued by the Company during the year and therefore the requirement of creation of security or charge is not applicable.

(xx) The Company has not raised any money during the year by public issue.

(xxi) As per the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the course of our audit.

For K. S. Aiyar & Co,
Chartered Accountants
ICAI Firm Registration No: 100186W

Raghuvir M. Aiyar
Partner
Membership No.: 38128

Place : Mumbai
Date : May 27, 2014

BALANCE SHEET AS AT 31ST MARCH, 2014

₹ in lacs

	Note	As at March 31, 2014	As at March 31, 2013
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share capital	2.1	**484.47**	484.47
Reserves and surplus	2.2	**24947.14**	23221.65
		25431.61	23706.12
Non-Current Liabilities			
Long-term borrowings	2.3	**2812.50**	–
Deferred tax liabilities (Net)	2.4	**208.50**	114.50
Other Long term liabilities	2.5	**2671.04**	2308.58
Long-term provisions	2.6	**188.41**	167.15
		5880.45	2590.23
Current Liabilities			
Short-term borrowings	2.7	**21754.63**	17637.37
Trade payables	2.8	**15174.52**	14837.84
Other current liabilities	2.9	**18931.74**	13322.95
Short-term provisions	2.10	**1056.96**	944.33
		56917.85	46742.49
TOTAL		**88229.91**	73038.84
ASSETS			
Non-Current Assets			
Fixed assets			
Tangible assets	2.11	**8336.86**	7948.42
Intangible assets	2.11	**52.26**	34.83
Capital work-in-progress	2.11	**94.48**	76.80
		8483.60	8060.05
Non-current investments	2.12	**118.10**	178.13
Long-term loans and advances	2.13	**1155.24**	817.70
Other non-current assets	2.14	**2256.05**	2355.70
		3529.39	3351.53
Current Assets			
Current investments	2.12	**45.00**	–
Inventories	2.15	**35372.94**	29751.24
Trade receivables	2.16	**22831.24**	19349.92
Cash and bank balances	2.17	**1423.19**	2122.44
Short-term loans and advances	2.18	**16508.99**	10376.16
Other current assets	2.19	**35.56**	27.50
		76216.92	61627.26
TOTAL		**88229.91**	73038.84
Accompanying Significant Accounting Policies and Notes form integral part of the Financial Statements	1 & 2		

As per our Report of even date

For K. S. AIYAR & CO.
Chartered Accountants
ICAI Firm Registration No. 100186W

RAGHUVIR M. AIYAR
Partner
(M No-38128)

Mumbai, 27th May, 2014

For and on behalf of the Board

RAJAS R. DOSHI — Chairman & Managing Director

JYOTI R. DOSHI
RAJENDRA M. GANDHI
RAMESHWAR D. SARDA
N. BALAKRISHNAN
ANIMA B. KAPADIA
VIJAY KUMAR JATIA
P. D. KELKAR
} Directors

MAYUR R. DOSHI — Executive Director

S. M. MANDKE — Company Secretary

Mumbai, 27th May, 2014

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2014

₹ in lacs

	Note	For the Year 2013-14	For the Year 2012-13
INCOME			
Revenue from operations	2.20	**81899.72**	69579.06
Other income	2.21	**444.22**	520.20
Total Revenue		**82343.94**	70099.26
EXPENSES			
Cost of materials consumed	2.22	**15330.80**	9111.38
Changes in inventories of finished goods and Work in Progress	2.23	**(422.43)**	229.92
Construction expenses	2.24	**48053.77**	43768.60
Manufacturing and other expenses	2.25	**1495.95**	767.41
Employee benefits expenses	2.26	**4270.37**	3904.45
Excise duty and taxes	2.27	**2872.43**	3037.94
Finance Costs	2.28	**3367.84**	2536.68
Depreciation and amortization expenses	2.29	**782.80**	739.93
Other expenses	2.30	**2791.23**	2662.01
Total Expenses		**78542.76**	66758.32
Profit before tax		**3801.18**	3340.94
Tax expenses			
Current tax		**1258.00**	926.00
Deferred tax		**94.00**	114.00
		1352.00	1040.00
Income Tax Provision of Earlier Years (Net)		**43.52**	16.36
Profit for the year		**2405.66**	2284.58
Earnings per equity share	2.37		
Nominal value per share ₹ 2/- (Previous Year ₹ 2/-)			
Basic and Diluted (in ₹)		**9.93**	9.43
Accompanying Significant Accounting Policies and Notes form integral part of the Financial Statements	1 & 2		

As per our Report of even date

For K. S. AIYAR & CO.
Chartered Accountants
ICAI Firm Registration No. 100186W

RAGHUVIR M. AIYAR
Partner
(M No-38128)

Mumbai, 27th May, 2014

For and on behalf of the Board

RAJAS R. DOSHI — Chairman & Managing Director

JYOTI R. DOSHI
RAJENDRA M. GANDHI
RAMESHWAR D. SARDA
N. BALAKRISHNAN
ANIMA B. KAPADIA
VIJAY KUMAR JATIA
P. D. KELKAR
— Directors

MAYUR R. DOSHI — Executive Director

S. M. MANDKE — Company Secretary

Mumbai, 27th May, 2014

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014

₹ in lacs

	2013-14	2012-13
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit Before Tax	**3801.18**	3340.94
Adjusted For		
Depreciation and amortisation expenses	**782.80**	739.93
Interest Expenses	**2847.95**	2216.55
Bad Debts Written off	**182.68**	64.69
Interest Income	**(68.18)**	(72.23)
Dividend Income	**(2.01)**	(3.59)
Profit on sale of fixed assets/Investments	**(255.11)**	(310.41)
Operating profit before working capital changes	**7289.31**	5975.88
Adjusted For		
Trade and Other Receivables	**(10104.97)**	(4352.23)
Inventories	**(5621.70)**	(2323.90)
Trade and other Payables	**6146.04**	2420.36
	(9580.63)	(4255.77)
Cash Generated from Operations	**(2291.32)**	1720.11
Direct Taxes Paid	**(1113.35)**	(1302.70)
Net Cash from Operating Activities	**(3404.67)**	417.41
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	**(1296.32)**	(1422.12)
Sale of Fixed Assets	**345.09**	317.43
Sale of Investments	**15.03**	976.51
Purchase of Investments	–	(1001.56)
Interest Received	**60.12**	103.51
Dividend Received	**2.01**	3.59
Net Cash flow from Investing Activities	**(874.07)**	(1022.64)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from Short Term Borrowings	**11222.80**	5033.94
Repayment of Short Term Borrowings	**(4146.71)**	(2241.65)
Dividends Paid	**(532.92)**	(484.47)
Interest Paid	**(2762.19)**	(2244.65)
Net Cash used in Financing Activities	**3780.98**	63.17
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	**(497.76)**	(542.06)
CASH AND CASH EQUIVALENTS AS AT BEGINNING OF THE YEAR	**1738.89**	2280.95
CASH AND CASH EQUIVALENTS AS AT END OF THE YEAR	**1241.13**	1738.89
	(497.76)	(542.06)
Accompanying Significant Accounting Policies and Notes 1 & 2		
Form integral part of the financial Statements		

As per our Report of even date

For K. S. AIYAR & CO.
Chartered Accountants
ICAI Firm Registration No. 100186W

RAGHUVIR M. AIYAR
Partner
(M No-38128)

Mumbai, 27th May, 2014

For and on behalf of the Board

RAJAS R. DOSHI — Chairman & Managing Director

JYOTI R. DOSHI
RAJENDRA M. GANDHI
RAMESHWAR D. SARDA
N. BALAKRISHNAN
ANIMA B. KAPADIA
VIJAY KUMAR JATIA
P. D. KELKAR
— Directors

MAYUR R. DOSHI — Executive Director

S. M. MANDKE — Company Secretary

Mumbai, 27th May, 2014

1 SIGNIFICANT ACCOUNTING POLICIES

1.1 Method of Accounting

The Financial Statements have been prepared and presented under the historical cost convention on accrual basis of accounting in accordance with the accounting principles generally accepted in India and comply with the mandatory Accounting Standards ("AS") notified under the Companies (Accounting Standards) Rules, 2006 (as amended) to the extent applicable and with the relevant provisions of the Companies Act, 1956, read with General Circular 15/2013 dated September 13, 2013 issued by Ministry of Corporate Affairs.

1.2 Management Estimates

The Financial Statements are prepared in conformity with generally accepted accounting principles and applicable accounting standards, which may require management to make estimates and assumptions. These may affect the reported amount of assets and liabilities and disclosures of contingent liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting periods.

1.3 Revenue Recognition

A. Work Bills

Construction Contract Accounting & Contract-Work-in-Progress:

a. Sales/Work Bills (Gross) represent running Bills raised against Value of the Work done either to the extent certified and paid for by Contractees or on completed works as per (d) below:

b. Advances against Work in Progress received from Contractees are presented as a reduction from the Contract Work in Progress.

c. Trade Receivables include work bills, work and other retentions receivable.

d. Revenue arising from construction contracts is recognised in proportion to the stage of completion of work at the end of the accounting period in accordance with Accounting Standard-7 (revised): Accounting for Construction Contracts.

e. The Percentage of Completion is applied by calculating the proportion that contract revenue to date bears to the total contract value and adjustments are made to include only those costs that reflect work performed.

f. Contract-Work-in-Progress includes inventories against contracts at Factory, Laying Sites and Civil Works and represents the value of the work done not certified or not paid for by Contractees and are valued at Contract Price or at Proportionate Contract Price based on the equivalent stage of completion as estimated by Management inclusive of relevant excise duty.

g. Provision is made for future losses and estimated costs of post-works maintenance and warranties as per contractual terms.

h. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as the Management becomes aware of changes in circumstances surrounding the estimates. The changes in estimates are reflected in the financial statements in the period in which changes are made.

B. Sales (Other than Construction Contracts)

a. Sales of Goods - mainly consist of sale of manufactured pipes/sleepers and sale of Air Rifles, Air Pistols and Accessories and Parts and Technical Know-how.

b. Revenue from such sales is recognised on dispatches of goods from the factory.

c. Sales are inclusive of excise duty.

1.4 Claims

Expenditure incurred in respect of additional costs/delays on contracts are accounted for in the year in which these are incurred. Claims made in respect thereof are accounted as income in the year of acceptances by the clients or evidence of acceptance received from the clients.

1.5 Government Grants and Subsidies

Government Grants and subsidies are recognised when there is reasonable assurance that the conditions attached to them wiil be complied and grant/subsidy will be received.

1.6 Export/Deemed Export Benefits

Cash compensatory support or export/deemed export related benefits on the works executed/under execution are accounted on confirmation/ acceptance of such claims by relevant authorities and approved for payment.

1.7 Accounting for Joint Venture Contracts

For Contracts executed in Joint Venture, since there is no deployment of common resources, share of revenue is accounted on the basis similar to those adopted for contracts independently executed by the company.

1.8 Fixed Assets - Tangible and Intangible Assets and Capital Work-in -Progress

a. Fixed Assets are stated at cost including CENVAT wherever applicable, less accumulated depreciation and amortisation and provision for impairment of losses, if any.

b. Self constructed/manufactured assets are capitalised at cost including appropriate overheads.

c. Capital work-in-progress comprises of the cost of fixed assets that are not yet ready for their intended use at the reporting date.

d. Intangible assets are recorded at the consideration paid for acquisition of such assets and are carried at cost less accumulated amortisation and provision for impairment of losses if any.

1.9 Depreciation and amortization

Depreciation on the assets is provided on Written Down Value Method on pro-rata basis as per the rates prescribed in Schedule XIV to the Companies Act, 1956. Individual low cost assets (acquired for ₹ 5000/- or less) are depreciated fully in the year of acquisition. Intangible assets are amortized over their respective individual estimated useful lives on a straight- line basis commencing from the date the assets are available to the Company for its use.

1.10 Impairment

The carrying amounts of assets are reviewed at each Balance Sheet date if there is any indication of impairment based on internal/external factors. An impairment loss will be recognised wherever the carrying amount of an asset exceeds its estimated recoverable amount. The recoverable amount is greater of the asset's net selling price and value in use. In assessing the value in use, the estimated future cash flows are discounted to the present value at the weighted average cost of capital. After impairment, depreciation is provided on the revised carrying amount of the assets over its remaining useful life. Previously recognised impairment loss is further provided or reversed depending on changes in circumstances.

1.11 Research and Development

Revenue expenses on research and development are charged to Statement of Profit & Loss and Capital Expenditure are included in fixed assets under relevant assets and depreciated on the same basis as other fixed assets.

1.12 Investments

Long term investments are carried at cost. However, provision for diminution in value is made to recognise a decline other than temporary in the value of investments.Current investments are carried at the lower of cost and fair value.

1.13 Foreign Exchange Translation and Accounting of Foreign Exchange Transactions

a) Foreign exchange transactions are converted into Indian rupees at the prevailing rate on the date of the transaction.

b) Gains or losses arising out of remittance/translations at the year-end are credited/ debited to the Statement of Profit and Loss for the year except in cases where they relate to acquisition of fixed assets, in which case they are adjusted to the carrying cost of such assets.

c) Monetary assets and liabilities are translated at the exchange rate prevailing on the last day of the year.

1.14 Inventories: Stock in Trade & Work-in-Progress

a. The stock of raw materials, stores, bought outs and fuel are valued at cost on FIFO basis or net realisable value whichever is lower.

b. Certain items of Pipe Laying and Auxiliary Equipments are classified as Current Assets and 95% of their original cost is amortised equally over a period of five years.

c. Finished Goods including bought-out items not allocated to any particular contracts are valued at lower of cost on absorption method (inclusive of relevant estimated excise duty) or net realisable value.

d. Goods-in-process are valued at contract rates or cost whichever is lower.

e. Products of the National Rifle Division at Vatva are valued as follows:

i) The Stock of Raw Materials, Stores, Bought outs and fuel are stated at cost on FIFO basis or net realisable value whichever is lower.

ii) Finished goods are valued at lower of cost or net realisable value and are inclusive of relevant estimated excise duty.

f. Stock- in- trade of land is valued at cost or net realisable value whichever is lower.

1.15 Employee Benefits

i) Defined Contribution Plan

a. Company's Contribution paid/payable during the year to Provident Fund, ESIC and Labour Welfare Fund are charged to Revenue. . There are no other obligations other than the contribution payable to the respective trusts.

b. **Provident Fund:** The eligible employees of the Company are entitled to receive benefits under the provident fund, a defined contribution plan, in which both employees and the company make monthly contributions at a specified percentage of the covered employees salary. The contributions as specified under law paid to provident fund and pension fund set up as irrevocable trust by the Company or to respective Regional Provident Fund Commissioner and the Central Provident Fund under the State Pension Scheme. The Company is generally liable for annual contributions and any shortfall in the fund assets based on government specified minimum rates of return of provident fund and recognises such contributions and shortfall, if any, as an expense in the year incurred.

ii) Defined Benefit Plan

a) Provident Fund : In respect of certain employees covered by the Employees Provident Fund, the contributions towards shortfall in interest rate payable as per statute and the earnings of the Provident Fund Trust is considered as Defined Benefit Plan and debited to Statement of Profit and Loss.

b) Gratuity and leave encashment: Company's liabilities towards gratuity and leave encashment are determined using the projected unit credit method which considers each period of service as giving rise to an additional unit of benefit entitlement and measures each unit separately to build up the final obligation. Past Services are recognised on a Straight Line basis over the average period until the amended benefits becomes vested. Actuarial gain and losses are recognised immediately in the statement of Profit & Loss as Income or Expense. Obligation is measured at the present value of estimated future cash flows using a discount rate that is determined by reference to market yields at the Balance Sheet date on Government bonds where the currency and terms of Government Bonds are consistent with the currency and estimated terms of the defined benefit obligation.

iii) Other Benefits: Compensated absences for sick leave are provided for based on actuarial valuation. The actuarial valuation is done as per projected unit credit method.

1.16 Taxation

Income Tax expenses comprise of current tax, deferred tax charge/credit. Current Tax is recognised on the basis of taxable income determined in accordance with the provision of the Income Tax Act, 1961.

The deferred tax credit/charge is recognised on all timing differences subject to consideration of prudence, applying the tax rates that have been enacted or substantively enacted by the Balance Sheet date. Deferred tax assets are recognised only to the extent there is reasonable certainty that the assets can be realised in future, however where there is unabsorbed depreciation or carried forward loss under taxation laws, deferred tax assets are recognised only if there is a virtual certainty of realisation of such assets. Deferred tax assets/liabilities are reviewed as at each balance sheet date based on developments during the year and available case law to re-assess realisation/liabilities.

1.17 Leases

Lease rentals in respect of assets acquired under operating lease are charged to Revenue.

1.18 Earning per Share

In determining operating and total earnings per share, the Company considers the operating net profit after tax and effect of any extra ordinary items (net of tax). The number of shares used in the computing basic earning per share is the weighted average number of shares outstanding during the period.

1.19 Contingencies and Provisions

A provision is recognised when the Company has a present obligation as a result of past event and it is probable that an outflow of resources embodying economic benefit will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions are not discounted to their present value and are determined based on the best estimate of the expenditure required to settle the obligation at the balance sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimate.

A contingent liability is disclosed, unless the possibility of an outflow of resources embodying the economic benefit is remote.

Contingent liabilities are disclosed after careful evaluation of the facts and legal aspects of matter involved.

Contingent assets are neither recognised nor disclosed.

₹ in lacs

Particulars	As at March 31, 2014	As at March 31, 2013
2.1 SHARE CAPITAL		
Authorised Capital		
5,00,00,000 (5,00,00,000) Equity Shares of ₹ 2/- each.	**1000.00**	1000.00
Issued,Subscribed and Paid-up		
2,42,23,585 (2,42,23,585) Equity Shares of ₹ 2/- each fully paid-up.	**484.47**	484.47

Of the above:

(i) 1,93,47,285 (1,93,47,285) equity shares fully paid-up have been issued as bonus shares by capitalisation of general reserves

(ii) 18,75,000 (18,75,000) equity shares fully paid-up have been issued by part conversion of 13.5% debentures as per terms on 01-10-1993

(iii) 1,59,67,080 (1,59,67,080) equity shares are held by holding company-IHP Finvest Ltd.

(iv) 4,36,160 (4,36,160) equity shares are held by ultimate holding Company-Ratanchand Investment Pvt Ltd.

a) Reconciliation of number of shares :

There was no movement in the number and value of equity shares during the period

b) Terms / rights attached to shares:

The Company has only one class of shares referred to as equity shares having a par value of ₹ 2/-. Each holder of equity shares is entitled to one vote per share.

The dividend proposed by the Board of Directors is subject to the approval of the share holders in the ensuing Annual General Meeting.

c) Details of shares held by shareholders holding more than 5% of aggregate shares in the company.

Name of the Shareholder	As at March 31, 2014		As at March 31, 2013	
	No of Shares	**% held**	No of Shares	% held
IHP Finvest Ltd	**1,59,67,080**	**65.92**	1,59,67,080	65.92

₹ in lacs

	Particulars		As at March 31, 2014	As at March 31, 2013
2.2	**RESERVES AND SURPLUS**			
a)	General Reserve - Opening balance	**11307.09**		10307.09
	Add: Transferred from Surplus	**1000.00**		1000.00
			12307.09	11307.09
b)	Surplus- Opening Balance	**11914.56**		11253.47
	Add : Net profit after tax transferred from Statement of Profit and Loss	**2405.66**		2284.58
	Amount available for Appropriation		**14320.22**	13538.05
	Less: Appropriations			
	Proposed Dividend	**581.37**		532.92
	Tax on Proposed Dividend	**98.80**		90.57
	General Reserve	**1000.00**		1000.00
			1680.17	1623.49
	Surplus - Closing Balance		**12640.05**	11914.56
	TOTAL		**24947.14**	23221.65
2.3	**LONG-TERM BORROWINGS**			
	Secured :			
	Long Term Loan from HDFC Bank Ltd	**3000.00**		–
	Less : Current Maturities of Long Term Loan	**187.50**		–
			2812.50	–
	Securred by Creation of First Charge on Land at Pattancheru and Choutupal as per the Following Terms ; Tenure : 5 years Interest Rate : HDFC Base Rate + 1.20 % Repayable in 16 Quarterly installments of ₹ 187.50 Lacs each Commencing From February 2015			
	TOTAL		**2812.50**	–

2.4 DEFERRED TAX ASSETS AND LIABILITIES (NET)

Deferred tax liability for the year ended 31st March 2014 has been provided on the estimated tax computation for the year.

Major components of deferred tax assets and liabilities arising on account of timing differences are:

Deferred tax liabilities		
Depreciation	**514.94**	417.12
Deferred tax assets		
Provision for doubtful debts and advances	**5.75**	5.75
Disallowances under Income Tax Act, 1961	**300.69**	296.87
TOTAL	**208.50**	114.50

Deferred tax assets and deferred tax labilities have been offset as they relate to same governing taxation laws.

₹ in lacs

Particulars			As at March 31, 2014	As at March 31, 2013
2.5 OTHER LONG TERM LIABILITIES				
Income Tax provision for earlier years Including Interest (80IA)			**832.94**	770.47
Advances/Deposits from Contractees			**229.70**	83.36
Others			**1608.40**	1454.75
TOTAL			**2671.04**	2308.58
2.6 LONG TERM PROVISIONS				
Provision for employee benefits				
For Compensated Absences			**188.41**	167.15
TOTAL			**188.41**	167.15
2.7 SHORT TERM BORROWINGS				
I Secured Loans				
A) Cash Credit/Working Capital				
Demand Loans From Banks				
i) State Bank of India	**2053.99**			–
ii) State Bank of Hyderabad	**520.86**			722.56
iii) Bank of Baroda	**2118.36**			2194.28
iv) Corporation Bank	**851.45**			1109.98
v) HDFC Bank	–			1610.55
			5544.66	5637.37
B) Short Term Loans from Banks				
i) State Bank of India			**10000.00**	10000.00
ii) State Bank of Hyderabad			**3000.00**	–
iii) HDFC Bank			**1000.00**	–
All the above facilities are secured by hypothecation of stock in trade, work in progress and trade receivables current and future on pari passu basis with the consortium banks and by a second charge on the Company's freehold land, building and plant & machinery carrying rate of interest at Base Rate +2.50% to 4.50% for item A and for item B it is @ 10.50% to 10.75%				
Loans under (A) above are payable on Demand and that under (B) above are for a period between 120 days to 180 days from the date of availment.				
II Unsecured Loans				
Short-term loans from Banks				
i) Bank of Nova Scotia	–			2000.00
ii) HDFC Bank	**2000.00**			–
			2000.00	2000.00
The above loan is payabale within 100 days from the date of availment and carry interest @ 11% p.a.				
III Invoice Discounting Facility from HDFC Bank			**209.97**	–
TOTAL			**21754.63**	17637.37

₹ in lacs

Particulars		As at March 31, 2014	As at March 31, 2013
2.8 TRADE PAYABLES			
Trade Payables			
(a) Due to micro, small & medium enterprises		**143.91**	5.13
(b) Due to other than micro, small & medium enterprises		**15030.61**	14832.71
TOTAL		**15174.52**	14837.84
2.9 OTHER CURRENT LIABILITIES			
Employee benefits payable		**500.51**	395.78
Interest accrued and not due on borrowings		**156.39**	70.63
Investor education and protection fund will be credited by following amounts (as and when due)			
a) Unpaid dividends	**36.90**		33.43
b) Unclaimed matured deposits	**1.95**		1.95
		38.85	35.38
Security deposits and other retentions		**141.72**	177.26
Advances/Deposits from Contractees		**6388.52**	3116.42
Withholding and other taxes payable		**261.73**	179.62
Current account :Directors (Max balance ₹ 1.49 lacs Previous Year ₹ 1.48 lacs)		**1.49**	1.48
Current Maturities of Long term Loans		**187.50**	–
Other Liabilities		**11255.03**	9346.38
TOTAL		**18931.74**	13322.95

Note : Other liabilities include ₹ 1.99 lacs towards unclaimed amount of preference shares redeemed and ₹ 0.55 lacs towards unclaimed proceeds from sale of fractional shares issued pursuant to the bonus issue made by the Company in the year 2005 - 06.

2.10 SHORT TERM PROVISIONS			
Provision for employee benefits			
Provision for gratuity		**123.07**	92.66
Provision for compensated absence		**233.73**	216.22
Proposed dividend		**581.37**	532.92
Provision for tax on proposed dividend		**98.80**	90.57
Provision for Wealth Tax		**11.63**	10.60
Provision for Fringe Benefit Tax	**108.50**		135.50
Less: Advance Payment of Fringe Benefit Tax	**100.14**		134.14
		8.36	1.36
TOTAL		**1056.96**	944.33

2.11 FIXED ASSETS

₹ in Lacs

Sr. No.	DESCRIPTION	GROSS BLOCK (at book value)				DEPRECIATION / AMORTISATION				NET BLOCK	
		As at 01/04/2013	Additions	Deductions / Adjustments	As at 31/03/2014	As at 01/04/2013	Deductions / Adjustments	For the Period	As at 31/03/2014	As at 31/03/2014	As at 31/03/2013
	A) Tangible Assets										
1	Free hold Land	**1662.76**	–	31.76	**1631.01**	–	–	–	–	**1631.01**	1662.76
2	Lease hold Land	**0.08**	–	–	**0.08**	–	–	–	–	**0.08**	0.08
3	Buildings	**5926.09**	409.36	85.99	**6249.45**	2035.15	36.53	318.37	**2316.99**	**3932.46**	3890.94
4	Plant, Machinery and Equipment	**5679.82**	749.19	44.57	**6384.44**	3569.38	40.83	378.39	**3906.93**	**2477.51**	2110.45
5	Furniture and Fixtures	**112.60**	3.66	0.35	**115.91**	89.08	0.34	6.49	**95.23**	**20.68**	23.52
6	Vehicles	**800.44**	74.80	51.06	**824.19**	578.24	47.24	62.39	**593.39**	**230.80**	222.20
7	Office Equipment	**93.70**	12.91	5.72	**100.89**	55.22	4.53	5.86	**56.55**	**44.34**	38.48
	Total Tangible Assets	**14275.48**	1249.92	219.45	**15305.96**	6327.07	129.47	771.50	**6969.09**	**8336.86**	7948.42
	B) Intangible Assets										
1	Computer Software (ERP)	**47.37**	28.74	–	**76.11**	12.54	–	11.31	**23.86**	**52.25**	34.82
2	Patents	**3.45**	–	–	**3.45**	3.44	–	–	**3.44**	**0.01**	0.01
	Total Intangible Assets	**50.81**	28.74	–	**79.55**	15.98	–	11.31	**27.29**	**52.26**	34.83
	Grand Total	**14326.30**	1278.66	219.45	**15385.51**	6343.05	129.47	782.80	**6996.39**	**8389.12**	–
	Total of previous year	**12571.31**	1820.04	65.05	**14326.30**	5660.07	56.95	739.93	**6343.05**	–	7983.25
	Capital Work in Progress									**94.48**	76.80
	Total									**8483.60**	8060.05

2.12 INVESTMENTS (₹ In Lacs)

Sr. No.	PARTICULARS	NOS. 2014	NOS. 2013	FACE VAUE EACH	As at 31st March, 2014 COST OR BOOK VALUE (UNQUOTED)	As at 31st March, 2014 COST OR BOOK VALUE (QUOTED)	As at 31st March, 2014 MARKET VALUE	As at 31st March, 2013 COST OR BOOK VALUE (UNQUOTED)	As at 31st March, 2013 COST OR BOOK VALUE (QUOTED)	As at 31st March, 2013 MARKET VALUE
NON - CURRENT INVESTMENTS										
A.	**LONG TERM INVESTMENTS**									
	TRADE INVESTMENT :									
	IN CO-OPERATIVE SOCIETIES :									
	- Mohan Small Scale Industries Co-operative Society Limited Equity Shares(Fully Paid)	**1**	**1**	**1000**	**0.01**	–	–	0.01	–	–
	- Adinath Co-operative Housing Society Limited Equity Shares(Fully Paid)	**20**	**20**	**50**	**0.01**	–	–	0.01	–	–
	- Shushrusha Citizens' Co-operative Hospital Ltd. Equity Shares (Fully Paid)	**100**	**100**	**100**	**0.10**	–	–	0.10	–	–
	- Hind Co-Operative Housing Society Ltd. Equity Shares (Fully Paid)	**5**	**5**	**50**	**0.00**	–	–	0.00	–	–
	- Kalptaru Residency Co-Operative Housing Society Ltd. Equity Shares (Fully Paid)	**-**	**10**	**50**		–	–	0.01	–	–
	- Las Palmas Co-Operative Housing Society Ltd. Equity Shares (Fully Paid)	**10**	**10**	**50**	**0.01**	–	–	0.01	–	–
	- Godrej Properties Ltd Tower 2 "AQUA" Equity Shares (Fully Paid)	**10**	**10**	**50**	**0.01**	–	–	0.01	–	–
	- Ashok Kumar Towers Co-operative Housing Society Ltd Equity Shares (Fully Paid)	**5**	**5**	**50**	**0.00**	–	–	0.00	–	–
	- Dosti Jupiter Co-op Housing Society Ltd Equity Shares(Fully Paid)[Flat No. 201 & 601]	**20**	**20**	**50**	**0.01**	–	–	0.01	–	–
	- Raheja Acropolis II Adonis Augustus CHS Ltd Equity Shares(Fully Paid)[Flat No. 1004 & 1104]	**20**	–	**50**	**0.01**	–	–	–	–	–
	OTHERS :									
	IN GOVERNMENT SECURITIES :									
	G. P. Notes				**0.08**	–	–	0.08	–	–
	Post Office Savings Certificates				**0.02**	–	–	0.02	–	–
	IN SHARES, DEBENTURES AND BONDS:									
	IN EQUITY /PREFERANCE SHARES (Fully Paid)									
	- Kapole Co-Operative Bank Ltd.	**2000**	**2000**	**10**	**0.20**	–	–	0.20	–	–
	- Hindustan Construction Co. Ltd.	**320000**	**320000**	**1**	–	**9.92**	**54.27**	–	9.92	44.00
	- Tata Consultancy Services Ltd	**4000**	**4000**	**1**	–	**8.50**	**85.13**	–	8.50	62.87
	- National Thermal Power Corporation Ltd	**16759**	**16759**	**10**	–	**10.39**	**20.10**	–	10.39	23.80
	IN CAPITAL TAX SAVINGS BONDS									
	- National Highways Authority Of India	**500**	**450**	**10000**	**50.00**	–	–	95.00	–	–
B.	**REAL ESTATE- PMS**									
	- HDFC AMC Ltd A/C REP				**38.83**	–	–	53.86	–	–
TOTAL NON CURRENT INVESTMENTS					**89.29**	**28.81**	**159.50**	149.32	28.81	130.67
					118.10			178.13		
CURRENT INVESTMENTS										
	- National Highways Authority Of India	**450**	–	**10000**	**45.00**	–	–	–	–	–
TOTAL CURRENT INVESTMENTS					**45.00**	–	–	–	–	–

₹ in lacs

Particulars		As at March 31, 2014	As at March 31, 2013
2.13 LONG TERM LOANS AND ADVANCES			
Unsecured considered good			
Capital advances		**532.98**	258.30
Security and other deposits		**525.97**	489.49
Advances recoverable in cash or kind		**96.29**	69.91
TOTAL		**1155.24**	817.70
2.14 OTHER NON-CURRENT ASSETS			
Unsecured considered good			
Long term trade receivables		**2186.31**	2330.23
Others		**69.74**	25.47
TOTAL		**2256.05**	2355.70
2.15 INVENTORIES			
(As valued and certified by the Management)			
Raw Materials, Stores & Spares			
Raw Materials	**1705.69**		1309.52
Stores and Spares (includes in Transit ₹ 2.73 lacs	**1878.02**		1877.31
Previous Year ₹ 1.05 lacs)			
Loose Tools	**286.26**		161.26
		3869.97	3348.09
Stock in Trade & Work in Progress			
Finished Goods	**843.28**		841.31
Work in Progress	**532.10**		111.63
		1375.38	952.94
Contract Work in Progress			
Work in Progress: Value of Work Done at Contract Rates			
i) At Laying Sites	**30181.85**		26460.02
ii) At Factories	**988.60**		801.35
	31170.45		27261.37
Less: Progress Payments and Advances			
from contractees to the extent of value of work done	**1044.88**		1811.16
		30125.57	25450.21
Stock-in-trade - Land (Ref Note : 2.45)		**2.02**	–
TOTAL		**35372.94**	29751.24

₹ in lacs

Particulars		As at March 31, 2014	As at March 31, 2013
2.16 TRADE RECEIVABLES			
Unsecured, considered good			
Outstanding for a period exceeding six months from the date they are due for payment		**3591.43**	4190.04
Others	**19456.93**		15569.18
Less: Progress Payments and Advances from contractees to the extent of value of work done	**217.12**		409.30
		19239.81	15159.88
Unsecured, considered doubtful			
Outstanding for a period exceeding six months from the date they are due for payment	**16.91**		16.91
Others			
Less: Provision for doubtful debts	**16.91**		16.91
		–	–
TOTAL		**22831.24**	19349.92
2.17 CASH AND BANK BALANCES			
(a) Cash and Cash equivalents			
Cash on Hand	**18.24**		20.16
Cheques on Hand	**1026.48**		994.17
Balances with Banks in Current Accounts	**196.41**		724.56
		1241.13	1738.89
(b) Other Bank Balances			
Deposits with original maturity less than twelve months	**101.56**		277.85
Margin money deposits	**43.60**		72.12
Unpaid dividend account	**36.90**		33.58
		182.06	383.55
TOTAL		**1423.19**	2122.44
2.18 SHORT-TERM LOANS AND ADVANCES			
Unsecured - considered good			
Advances receivable in cash or kind			
Other loans and advances			
Advance Payment of Taxes	**5490.34**		6267.22
Less : Provision for Taxation	**4328.27**		4833.41
		1162.07	1433.81
Deposits with Excise Department		**94.35**	186.35
Security and Other Deposits		**2894.81**	2488.00
Others		**12357.76**	6268.00
TOTAL		**16508.99**	10376.16
2.19 OTHER CURRENT ASSETS			
Unsecured - considered good			
Interest Receivable			
Interest accrued on Deposits		**35.56**	27.50
TOTAL		**35.56**	27.50

₹ in lacs

	Particulars			For the year 2013-14	For the year 2012-13
2.20	**REVENUE FROM OPERATIONS**				
	Sales of products		**6679.71**		6346.73
	Less: Excise Duty		**689.38**		658.80
				5990.33	5687.93
	Contract Work Bills(Gross)		**72654.37**		62421.99
	Add: Closing work in progress		**30033.90**		27261.37
	Less: Opening work in progress		**27261.37**		26530.36
				75426.90	63153.00
	Other Operating Income				
	Miscellaneous Income		**323.00**		298.72
	Liabilities written back to the extent no longer required		**69.16**		408.67
	Sale of Scrap		**90.33**		30.74
				482.49	738.13
	TOTAL			**81899.72**	69579.06
2.21	**OTHER INCOME**				
	Dividend from long term investments			**2.01**	3.59
	Interest Income			**68.18**	72.23
	Profit On Sale of Investments (Net)			**–**	1.08
	Profit On Sale of Fixed Assets			**255.11**	309.33
	Compensation for Acquisition of land			**2.86**	–
	Interest Received on Income Tax Refund			**4.76**	26.25
	Miscellaneous Income			**111.30**	107.72
	TOTAL			**444.22**	520.20
2.22	**COST OF MATERIALS CONSUMED**				
	Raw Materials Consumed				
	Opening Inventory	**1309.52**			996.62
	Add: Purchases	**14998.81**			8465.72
			16308.33		9462.34
	Less: Inventory at the end of the year		**1705.69**		1309.52
				14602.64	8152.82
	Stores and Spares Consumed			**728.16**	958.56
	TOTAL			**15330.80**	9111.38
2.23	**CHANGES IN INVENTORIES OF FINISHED GOODS AND WORK IN PROGRESS**				
	(Increase)/Decrease in stocks				
	A) Stock at the end of the year:				
	Finished Goods		**843.27**		841.31
	Work-in-progress		**532.10**		111.63
	Total A			**1375.37**	952.94
	B) Stock at the beginning of the year:				
	Finished Goods		**841.31**		807.23
	Work-in-progress		**111.63**		375.63
	Total B			**952.94**	1182.86
	TOTAL (B-A)			**(422.43)**	229.92

₹ in lacs

Particulars			For the year 2013-14	For the year 2012-13
2.24 CONSTRUCTION EXPENSES				
Subcontracting Expenses			**32917.02**	21993.55
Construction Expenses Others			**84.20**	85.22
Consumption of Boughtout Items				
Opening Inventory	**1551.41**			335.89
Add: Purchases	**13395.60**			20716.40
		14947.01		21052.29
Less: Inventory at the end of the year		**1472.70**		1551.41
			13474.31	19500.88
Transport			**1578.24**	2188.95
TOTAL			**48053.77**	43768.60
2.25 MANUFACTURING AND OTHER EXPENSES				
Fabrication Charges			**997.23**	249.07
Lining and Outcoating Expenses			**139.03**	209.29
Power & Fuel			**359.69**	309.05
TOTAL			**1495.95**	767.41
2.26 EMPLOYEE BENEFITS EXPENSES				
a) Salary, Wages, Bonus & Commission			**3659.84**	3345.79
b) Contribution to / Provision for Provident fund and Other Funds			**487.30**	424.39
c) Staff Welfare Expenses			**123.23**	134.27
TOTAL			**4270.37**	3904.45
2.27 EXCISE DUTY AND TAXES				
Excise Duty			**342.72**	416.63
Works Contract Tax			**1792.45**	1624.86
Other Taxes			**737.26**	996.45
TOTAL			**2872.43**	3037.94
2.28 FINANCE COSTS				
Interest expenses on				
Long Term Loans		**129.80**		–
Short Term Loans		**1846.17**		1615.89
Fixed Deposits		–		1.85
Cash Credits & Others		**1001.78**		598.81
Tax Provision and interest		**62.47**		62.51
			3040.22	2279.06
Other borrowing costs			**327.62**	257.62
TOTAL			**3367.84**	2536.68

₹ in lacs

Particulars		For the year 2013-14	For the year 2012-13
2.29 DEPRECIATION AND AMORTIZATION EXPENSES			
Depreciation on Tangible Assets		**771.49**	730.95
Amortisation on Intangible Assets		**11.31**	8.98
TOTAL		**782.80**	739.93
2.30 OTHER EXPENSES			
a) Printing and Stationery		**71.00**	59.42
b) Communication Expenses		**70.49**	75.01
c) Travelling and Conveyance		**517.83**	501.16
d) Rent	**366.71**		389.82
Less: Recovery	**35.84**		37.38
		330.87	352.44
e) Rates and Taxes		**29.67**	30.52
f) Insurance		**279.26**	324.04
g) Repairs			
Machinery	**115.74**		95.09
Buildings	**23.95**		37.45
Others	**179.47**		124.98
		319.16	257.52
h) Legal and Professional Charges		**212.21**	159.85
i) Directors' Sitting Fees		**7.40**	4.60
j) Commission to Non Executive Directors		**24.00**	24.00
k) Payment to Auditors' (including Branch Auditors)			
As Auditor :			
Audit fees	**17.68**		17.64
Tax Audit Fees	**3.55**		3.55
Certification & Consultation fees	**1.65**		1.35
Cost Audit fees	**3.00**		3.00
Reimbursement of expenses	**1.79**		1.52
		27.67	27.06
l) Freight		**28.40**	55.66
m) Bad Debts and Advances Written Off		**182.68**	64.69
n) Donations		**58.10**	55.50
o) Miscellaneous Expenses		**632.49**	670.54
TOTAL		**2791.23**	2662.01

₹ in lacs

			2013-14	2012-13
2.31	**CONTINGENT LIABILITIES AND COMMITMENTS (TO THE EXTENT NOT PROVIDED FOR) :**			
1	**Contingent Liabilities**			
	a)	Guarantees given by the Banks	**26040.57**	21942.51
	b)	Performance Corporate guarantees given by the Company to various contractees.	–	963.76
	c)	Claims against the company not acknowledged as debts	**136.27**	120.59
	d)	Sales Tax/Vat demand excluding those recoverable from customers for the years 1980-81 to 2013-14 under appeal.	**588.25**	537.84
	e)	Demands raised by Excise department excluding interest, if any, leviable thereon.	**1497.76**	1494.17
	f)	Service Tax demand excluding those recoverable from customers upto the Year 2013-14 under appeal.	**11468.31**	10684.32
2	**Capital Commitments**			
	Commitments for Capital Expenditure are estimated at		**267.62**	121.41

2.32 RELATED PARTY DISCLOSURES, AS REQUIRED BY AS 18

A. Names of Related Parties & Nature of Relationship

Sr No	Names of Related Party	Nature of Relationship
i)	Ratanchand Investment Pvt. Ltd.	Ultimate Holding Company
ii)	IHP Finvest Ltd.	Promoter Holding Company (Holding 65.92% in Equity)
iii)	Mr. Rajas R. Doshi (Chairman & Managing Director)	Key Management Personnel
iv)	Mr.Mayur R. Doshi (Executive Director)	
v)	Mrs. Jyoti R. Doshi. (Director)	Relatives of Key Management Personnel
vi)	Mr. Aditya R. Doshi	
vii)	Mrs. Anushree M. Doshi	
viii)	Mobile Systems India Pvt. Ltd.	Companies in which control exists directly / indirectly
ix)	Raj Jyoti Trading & Investment Pvt. Ltd.	
x)	Walchand Hirachand Foundation	Other Related Parties (Formed u/s 25 of the Companies Act, 1956)
xi)	Ratanchand Hirachand Foundation	
xii)	Smt. Pramila Shantilal Shah Charity Foundation	

B. Nature of Transactions

Following transactions were carried out during the year with the related parties in the ordinary course of business.

₹ in lacs

Sr. No.	Transactions	Ultimate Holding Company	Promoter Holding Company	Key Management Personnel	Relatives of Key Management Personnel	Other Related Party
1	Dividend Paid					
	Ratanchand Investment Pvt Ltd	9.59 (8.72)				
	IHP Finvest Ltd		351.27 (319.34)			
	Mr. Rajas R. Doshi. (C & MD)			4.50 (4.09)		
	Mr. Mayur R. Doshi.(Executive Director)			1.89 (1.72)		
	Mrs. Jyoti R. Doshi. (Director)				3.45 (3.13)	
	Mr. Aditya R. Doshi.				1.91 (1.74)	
2	Rent and Other Related Expenses					
	IHP Finvest Ltd		137.88 (131.03)			
3	Sitting Fees - Mrs. Jyoti R. Doshi (Director)				0.60 (0.40)	
4	Commission to Non Executive Directors - Mrs. Jyoti R. Doshi (Director)				3.00 (3.00)	
5	Salary & Perquisites - Mr. Mayur R. Doshi (Executive Director)				– (14.62)	
6	Remuneration - Mr. Rajas R. Doshi (C & MD)			195.69 (165.40)		
7	Remuneration - Mr. Mayur R. Doshi (Executive Director)			105.86 (77.19)		
8	a. Intercorporate Deposit (Taken and refunded) (IHP Finvest Ltd)		500.00 (-)			
	b. Interest thereon		5.26 (-)			
9	Amount outstanding payable as on 31.03.14					
	1 Commission Payable					
	a. Mr. Rajas R. Doshi (C & MD)			36.85 (25.45)		
	b. Mr. Mayur R. Doshi (Executive Director)			39.13 (27.91)		
	c. Mrs. Jyoti R. Doshi (Director)				2.70 (2.70)	
	2 Current Acccount : Directors					
	a. Mr. Rajas R. Doshi (C & MD)			0.90 (0.89)		
	b. Mr. Mayur R. Doshi (Executive Director)			0.59 (0.59)		
	3 Rent and Other Related Expenses IHP Finvest Ltd		- (2.96)			
10	Donation - Ratanchand Foundation					50.00 (50.00)

(Last year's figures are shown in brackets)

2.33 RESEARCH AND DEVELOPMENT EXPENDITURE

Expenses on Research and Development during the year under various heads amount to ₹ 279.23 lacs (Previous year ₹ 256.75 lacs)

2.34 Confirmations have not been received from some of the Debtors, Creditors and Depositors.

2.35 Segment Reporting

Segment Information for the year ended 31st March, 2014.

Information about Primary Segment

₹ in lacs

Particulars	Business Segments					
	Construction contracts including water supply schemes, pipes supply & laying projects.		Others		Total	
	2013-14	2012-13	**2013-14**	2012-13	**2013-14**	2012-13
REVENUE						
External Revenue	**80720.13**	68349.85	**697.10**	491.08	**81417.23**	68840.93
RESULTS						
Segment Results	**9710.64**	8178.60	**73.48**	54.18	**9784.12**	8232.78
Unallocated Expenditure net of Unallocated Income					**(2943.26)**	(2741.39)
Operating Profit					**6840.86**	5491.39
Interest Expenses					**(3367.84)**	(2536.68)
Interest/Dividend Income net of loss on Sale of Investment					**70.19**	75.82
Profit on sale of Fixed Assets & Investments					**257.97**	310.41
Taxation for the year (including Deferred Tax/ Provision for Taxation of earlier years)					**(1395.52)**	(1056.36)
Net Profit					**2405.66**	2284.58
OTHER INFORMATION						
Segment Assets	**85074.89**	68694.24	**854.87**	640.98	**85929.76**	69335.22
Unallocated Corporate Assets					**2300.15**	3703.62
Total Assets					**88229.91**	73038.84
Segment Liabilities	**34581.62**	28651.49	**142.70**	211.78	**34724.32**	28863.27
Unallocated Corporate Liabilities					**28073.98**	20469.45
Total Liabilities					**62798.30**	49332.72
Capital Expenditure						
For Segment	**1261.44**	1343.55	**2.30**	9.53	**1263.74**	1353.08
For Corporate					**3.86**	69.03
Total Capital Expenditure					**1267.60**	1422.11
Depreciation - Segment						
For Segment	**677.47**	630.10	**9.79**	11.05	**687.26**	641.15
For Corporate					**95.54**	98.78
Total Depreciation					**782.80**	739.93

NOTES:

1 BUSINESS SEGMENTS

The Company has considered "Business Segment" as the primary reporting segment for disclosure. The products included in each of the reported domestic business segments are as follows:

a. Construction contracts including Water Supply Schemes, Pipes Supply & Laying Projects

b. Others include Railway Sleepers, Air Rifles and Other Miscellaneous items.

Segment revenue relating to each of the above domestic business segment includes income from services provided, where applicable.

The above business segments have been identified considering:

1. The nature of products & service
2. The differing risks & returns

2 There are no inter segment sales.

3 Since the Company does not have any significant business outside India there are no reportable geographic segments.

2.36 Employee Benefits:

₹ In Lacs

Defined Benefit Plans/Long Term compensated absences - As per Actuarial valuation as on 31.03.2014.	2013-14		2012-13	
	Gratuity	**Leave Encashment**	Gratuity	Leave Encashment
I Expense recognised in the Statement of Profit & Loss for the year ended 31st March, 2014.				
1 Current Service Cost	**59.39**	**88.07**	47.83	81.31
2 Interest Cost	**90.82**	**13.54**	82.69	13.54
3 Employee Contributions	–	–	–	–
4 Expected return on plan assets	**(94.57)**	–	(92.19)	–
5 Actuarial (Gains)/Losses	**82.61**	**(54.39)**	62.40	(76.40)
6 Past Service Cost	–	–	–	–
7 Settlement Cost	–	–	–	–
Total Expenses	**138.25**	**47.22**	100.73	18.45
II Net Assets / (Liability) recognised in the balance sheet as at 31.03.2014.				
1 Present Value of Defined Benefit Obligation	**1207.38**	**336.83**	1135.19	307.79
2 Fair Value of Plan Assets	**1097.00**	–	1051.12	–
3 Funded Status [Surplus/(Deficit)]	**(110.37)**	**(336.83)**	(84.07)	(307.79)
4 Net Asset/(Liability)	**(110.37)**	**(336.83)**	(84.07)	(307.79)
III Change in Obligation during the year ended March 31, 2014.				
1 Present value of Defined Benefit Obligation at the beginning of year	**1135.20**	**182.64**	1033.62	174.37
2 Current Service Cost	**55.23**	**88.07**	47.83	81.31
3 Interest Cost	**90.81**	**13.54**	82.69	13.54
4 Settlement Cost	–	–	–	–
5 Past Service Cost	–	–	–	–
6 Employee Contributions	–	–	–	–
7 Actuarial (Gains) / Losses	**82.62**	**(54.39)**	62.40	(76.40)
8 Benefits Payment	**(156.47)**	**(26.82)**	(91.34)	(10.18)
9 Present value of Defined Benefit Obligation at the end of year	**1207.38**	**203.04**	1135.20	182.64
IV Change in Assets during the year ended March 31, 2014.				
1 Plan Assets at beginning of the year	**1051.12**	–	939.72	–
2 Settlements	–	–	–	–
3 Expected return on Plan Assets	**94.57**	–	92.19	–
4 Contribution by Employers	**107.79**	**26.81**	110.56	10.18
5 Actual benefits paid	**(156.47)**	**(26.81)**	(91.35)	(10.18)
6 Actuarial Gains/(Losses)	–	–	–	–
7 Plan Assets at end of the year	**1097.00**	–	1051.12	–
8 Actual return on plan assets	–	–	–	–
V Actuarial Assumptions				
1 Discount Rate	**8.00%**	**8.00%**	8.00%	8.00%
2 Expected Rate of Return on plan assets	**9.40%**	**N.A.**	9.40%	N.A.
3 Mortality Pre-retirement	**(1994-96) LIC Ult**	**(1994-96) LIC Ult**	(1994-96) LIC Ult	(1994-96) LIC Ult
4 Mortality Post-retirement	**N.A.**	**N.A.**	N.A.	N.A.
5 Turnover Rate	**N.A.**	**N.A.**	N.A.	1.00%
6 Medical Premium Inflation	**N.A.**	**N.A.**	N.A.	N.A.
7 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				

VI Accumulated compensated absences (non vesting)

Actuarial valuation of sick leave has been made on 31-03-2014. Provision in respect of this benefit amounts to ₹ 9.73 lacs for the financial year ending 31-03-2014. (Previous year ₹ 6.74 lacs.)

Gratuity cost, as disclosed above, is included under Employee benefit expenses

VII Provident Fund

The Company contributed ₹ 229.27 lacs towards Provident Fund during the year ended 31st March, 2014. (Previous year ₹ 200.28 lacs.)

2.37 Earnings Per Share (EPS)

		2013-14	2012-13
Number of shares		**24223585**	24223585
Profit After Tax before Extraordinary Items	₹ in Lacs	**2405.66**	2284.58
EPS - Basic & Diluted	₹	**9.93**	9.43
Profit After Tax after Extraordinary Items	₹ in Lacs	**2405.66**	2284.58
EPS - Basic & Diluted	₹	**9.93**	9.43

2.38 The Company has amounts due to suppliers under the Micro, Small and Medium Enterprises Development Act 2006, as at 31st March, 2014. The disclosure pursuant to the said Act is as under:

	2013-14	2012-13
Principal amount due to suppliers under MSMED Act (₹ In lacs)	**143.91**	5.13
Interest accrued and due to suppliers under MSMED Act on the above amount	**Nil**	Nil
Payment made to suppliers (other than interest) beyond appointed day during the year	**Nil**	Nil
Interest paid to suppliers under MSMED Act	**Nil**	Nil
Interest due and payable to suppliers under MSMED Act towards payments already made	**Nil**	Nil
Interest accrued and remaining unpaid at the end of the accounting year	**Nil**	Nil

Note: The above information regarding Micro, Small and Medium Enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company. This has been relied upon by the auditors.

2.39 Raw Material under Broad Heads ₹ In Lacs

Particulars	2013-14	2012-13
Consumption		
1 Construction Division		
i) Sand & Metal	**881.17**	957.05
ii) Cement	**1714.34**	1945.65
iii) Wire & Rods & HT Wire	**2616.38**	2856.46
iv) Steel Plates & Sheets*		
a) Company's own plates	**8693.05**	1676.51
b) Plates supplied by Parties (*Valued at agreed rates)		
v) Other Raw Materials & Components	**234.02**	453.50
2 Sleepers		
i) Sand & Metal	**42.59**	21.08
ii) Cement	**86.42**	42.85
iii) Wire & Rods & HT Wire	**153.40**	66.92
iv) Other Raw Materials	**88.41**	52.12
3 Air Rifle Division		
i) Wood	**7.65**	24.53
ii) Seamless Steel Tubes	**7.28**	6.91
iii) Other Raw Materials	**77.93**	49.24
Total	**14602.64**	8152.82

₹ in lacs

Particulars	2013-14		2012-13	
	Amount	**%**	Amount	%
2.40 Value of Raw Materials consumed				
Indigenous	**14523.06**	**99.46**	7957.14	97.60
Imported	**79.58**	**0.54**	195.68	2.40
TOTAL	**14602.64**	**100.00**	8152.82	100.00
Value of Stores & Spares consumed				
Indigenous	**728.16**	**100.00**	958.56	100.00
Imported	–	–	–	–
TOTAL	**728.16**	**100.00**	958.56	100.00

2.41 Value of Import on C I F Basis			
Raw Materials	**76.02**	161.90	
2.42 Expenditure in Foreign Currencies			
Travelling & Other Expenses	**3.26**	3.36	
2.43 Earnings in Foreign Currencies			
Export of goods calculated on F O B Basis	**Nil**	Nil	

2.44 The Company has entered into Joint Ventures for executing various works. The details are as under:

Sr No	Name of the Joint Venture	Name of the Project	2013-14		2012-13	
			Company's Share (%)	Bank Guarantee Amount * ₹ in lacs	Company's Share (%)	Bank Guarantee Amount * ₹ in lacs.
1	M/s.Koya & Company Construction Pvt. Ltd.,(JV),Hyderabad	Krishna PACKAGE-I.	24.00	Nil	24.00	Nil
2	M/s.Bhoorathnam Construction Co. (P) Ltd.	Krishna PACKAGE-II.	24.00	Nil	24.00	Nil
3	M/s.KCCPL-IHP-BRC-TAIPPL-KBL	Guthpa Lift Irrigation Scheme.	18.60	272.37	18.60	272.37
4	M/s.TAIPPL-IHP-KCCPL-BRCPL (JV)	Krishna Drinking Water Supply Project Phase II (Package II).	24.00	Nil	24.00	Nil
5	M/s.IHP-KCCPL-BRCPL-TAIPPL (JV)	Krishna Drinking Water Supply Project Phase II (Package IV).	28.00	Nil	28.00	Nil
6	M/s.Shradha IHP Joint Venture	Padmalaya Lift Irrigation Scheme for Shree Padmalaya Sinchan Yojana of Taluka Erandole, Dist. Jalgaon.	20.00	Nil	20.00	Nil
7	M/s.Shradha IHP Joint Ventures	Wangana Lift Irrigation Schemes on Dhom, Taluka Koregaon, Dist. Satara.	30.00	Nil	30.00	Nil
8	NCC-MEIL-IHP (JV)	Warangal Municipal Corporation.	15.00	70.00	15.00	70.00
9	IHP-Vishva-MCC (JV)	South of Musi in S11 catchment Zone II under JNNURM Package II.	48.00	150.08	48.00	150.08
10	IHP-MEIL-KCCPL-BRCPL-TAIPPL (JV)	Somasila Reservoir - Package I.	28.00	Nil	28.00	Nil
11	IHP-FPL (JV)	Puliknama Lift Irrigation Scheme	86.00	1757.75	86.00	1757.75
12	IHP-MEIL (JV)	Pulakurthi Lift Irrigation Sceme	80.00	362.53	80.00	362.53
13	IHP-Vishva (JV)	Krishna Drinking Water Supply Project Phase III (Package IV).	60.00	1643.70	60.00	1643.70
14	KCCPL-SMC-IHP (JV)	Krishna Drinking Water Supply Project Phase III (Package I).	20.00	Nil	20.00	Nil
15	IHP-KP (JV)	Hussainsagar Lake Catchment Improvement Project (Package IV).	55.00	41.25	55.00	41.25
16	NCC-IHP (JV)	Chikalguda Project.	10.00	4.85	–	–

* Amount of Bank guarantee is included in 2.31 (1-a).

2.45 a. The Company has converted its industrial land admeasuring about 48,288 sq. meters approximately at Hadapsar Pune, hitherto held as Fixed Assets in to Stock in Trade w.e.f. 31st July, 2013 at a book value of ₹ 1,32,269.50.

b. The Company has converted its land admeasuring about 14,070 sq. mtrs. approximately at Wadala Mumbai, hitherto held as Fixed assets into Stock-in-trade w.e.f. 31st October, 2013 at a book value of ₹ 69,709.49.

2.46 Amount of ₹ 20.00 lacs (Previous year ₹ 33.50 lacs) is paid towards Legal and Professional fees to a solicitor firm in which, one of the director is a sole proprietor.

2.47 In the opinion of the Board, none of the assets other than Fixed Assets and Non-Current Investments have a value on realisation in the ordinary course of business lower than at least equal to the amount at which they are stated.

2.48 Figures for Previous Year have been regrouped, wherever necessary.

As per our Report of even date

For K. S. AIYAR & CO.
Chartered Accountants
ICAI Firm Registration No. 100186W

RAGHUVIR M. AIYAR
Partner
(M No-38128)

Mumbai, 27th May, 2014

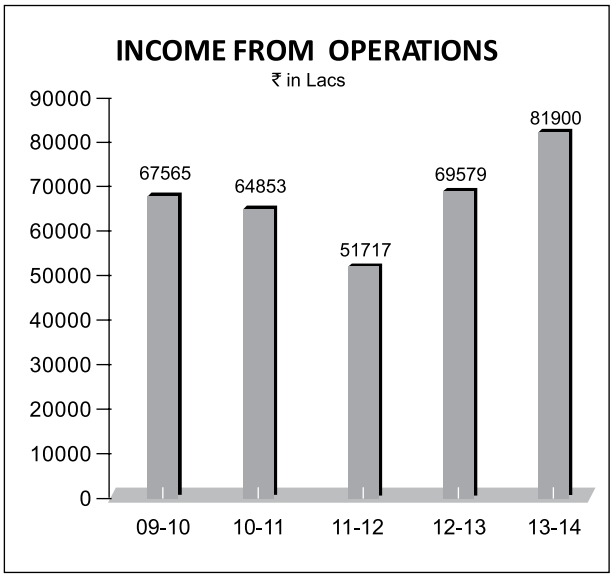
For and on behalf of the Board

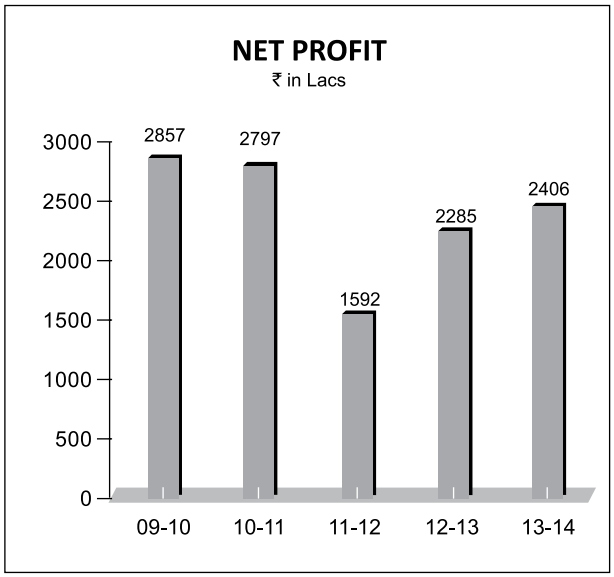
RAJAS R. DOSHI	Chairman & Managing Director
JYOTI R. DOSHI RAJENDRA M. GANDHI RAMESHWAR D. SARDA N. BALAKRISHNAN ANIMA B. KAPADIA VIJAY KUMAR JATIA P. D. KELKAR	Directors
MAYUR R. DOSHI	Executive Director
S. M. MANDKE	Company Secretary

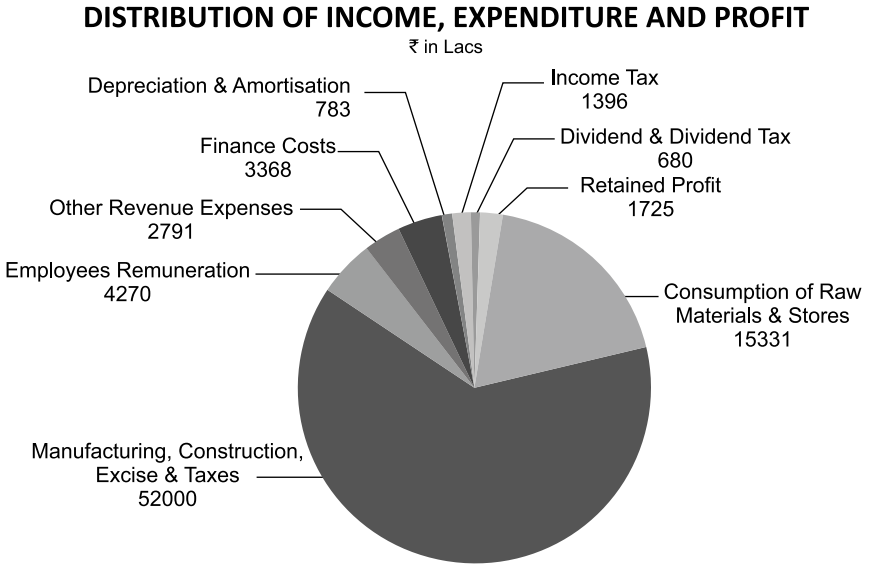
Mumbai, 27th May, 2014

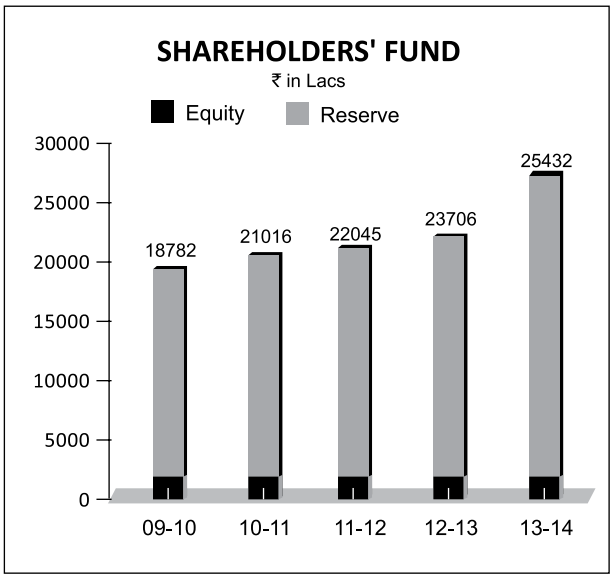
IMPORTANT FINANCIAL STATISTICS

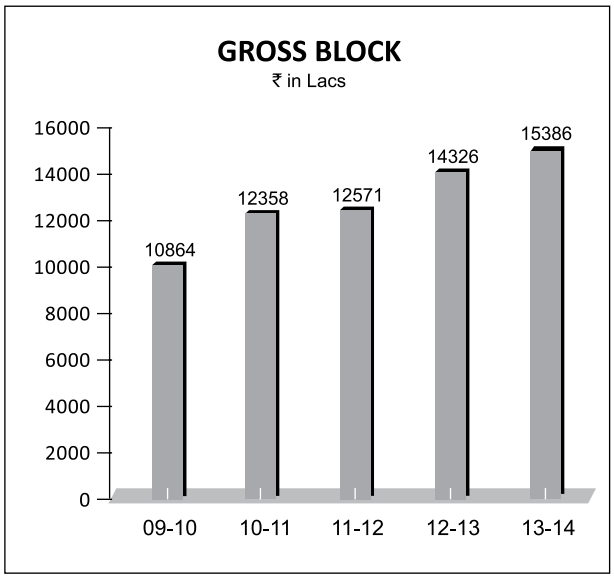
Year	Paid up Capital		Reserves & Surplus	Net Worth	Debentures	Fixed Assets		No of Factories / Projects	Income from Operations	Net Profit	Dividend Paid on Preference & Equity Shares	Dividend on Equity Shares	
	Equity Capital	Preference Capital				Gross Block	Net Block						
	₹ Lacs	₹ Lacs	₹ Lacs	₹ Lacs	₹ Lacs	₹ Lacs	₹ Lacs		₹ Lacs	₹ Lacs	₹ Lacs	%	
1926-27	5.00	-	-	5.00	-	3.79	3.79	2	0.74	-1.40	-	-	
27-28	5.00	-	-	5.00	-	4.47	4.47	4	4.35	-0.55	-	-	
28-29	5.00	-	0.11	5.11	-	5.58	5.58	4	5.26	0.04	-	-	
29-30	5.00	-	0.11	5.11	-	5.91	5.91	6	9.66	1.54	-	-	
30-31	5.00	-	1.41	6.41	-	6.51	6.51	9	8.81	1.75	0.30	26.00	
31-32	5.00	-	2.47	7.48	-	7.14	6.34	13	12.26	2.17	1.00	20.00	
32-33	10.00	-	1.15	11.15	-	13.04	11.24	17	11.38	0.67	1.00	10.00	
33-34	10.00	-	1.32	11.32	-	17.18	15.38	17	10.79	1.18	0.40	4.00	
34-35	10.00	-	2.72	12.72	-	17.86	15.46	23	12.41	2.40	1.25	12.00	
35-36	10.00	6.00	4.46	20.46	-	19.79	16.14	26	15.46	4.11	2.71	26.00	
36-37	22.00	-	3.22	25.22	-	25.45	18.55	30	31.85	2.93	2.86	13.00	
37-38	30.00	-	1.93	31.93	-	29.01	20.61	32	44.86	1.60	1.50	5.00	
38-39	30.00	-	2.21	32.21	-	30.91	21.01	35	40.82	1.78	1.80	6.00	
39-40	30.00	-	1.82	31.82	-	33.45	21.30	34	34.55	1.41	1.20	4.00	
40-41	30.00	-	2.73	32.73	15.00	35.34	21.19	33	70.66	2.10	1.80	6.00	
41-42	30.00	-	1.51	31.51	15.00	40.50	24.35	31	85.49	2.08	1.80	6.00	
42-43	30.00	-	1.52	31.52	45.00	56.53	36.73	31	87.07	2.31	1.80	6.00	
43-44	30.00	-	1.06	31.06	45.00	69.93	45.13	38	89.60	2.09	1.80	6.00	
44-45	30.00	-	1.72	31.72	45.00	76.84	52.04	39	56.31	0.96	-	-	
45-46	30.00	50.00	4.04	84.04	45.00	85.04	54.24	39	77.18	3.32	2.31	-	
46-47	30.00	50.00	3.37	83.37	45.00	96.58	59.28	44	77.52	2.83	2.50	-	
47-48	30.00	50.00	1.33	81.33	45.00	111.24	66.74	46	89.54	0.96	-	-	
48-49	30.00	50.00	2.73	82.73	45.00	121.54	70.04	45	108.84	1.40	2.50	-	
49-50	30.00	50.00	6.72	86.72	45.00	130.98	65.48	44	147.43	5.95	5.90	3.00	
50-51	30.00	50.00	7.54	87.54	31.05	117.72	46.95	45	140.97	5.87	4.30	6.00	
51-52	30.00	50.00	9.32	89.32	29.58	123.01	38.93	47	130.84	5.88	4.30	6.00	
52-53	30.00	50.00	14.63	94.63	29.23	131.74	38.87	52	147.39	8.45	7.00	15.00	
53-54	30.00	50.00	14.10	94.10	29.19	139.06	37.22	50	140.53	6.47	5.20	9.00	
54-55	30.00	50.00	19.16	99.16	29.19	148.49	38.19	57	183.46	7.81	5.20	9.00	
55-56	30.00	50.00	33.53	113.53	29.18	155.28	48.78	55	229.29	16.06	5.20	9.00	
56-57	30.00	50.00	52.35	132.35	29.18	159.43	48.61	57	275.91	17.25	5.20	9.00	
57-58	30.00	50.00	67.20	147.20	29.18	165.15	46.96	58	250.62	20.52	5.20	9.00	
58-59	30.00	50.00	79.71	159.71	29.18	192.08	65.87	56	253.84	17.41	6.40	13.00	
59-60	60.00	50.00	85.54	195.54	29.18	225.73	88.22	58	268.69	11.49	8.13	13.00	
60-61	60.00	50.00	109.38	219.38	29.18	246.93	100.42	60	349.46	15.24	10.30	13.00	
61-62	60.00	50.00	120.97	230.97	29.18	263.33	105.30	59	352.37	19.65	10.90	14.00	
62-63	60.00	50.00	139.63	249.63	29.18	272.67	116.20	57	376.40	15.38	10.90	14.00	
63-64	60.00	50.00	159.58	269.58	29.18	302.93	134.25	60	487.93	27.27	11.50	15.00	
64-65	60.00	50.00	176.61	286.61	50.00	323.78	140.85	59	537.39	22.88	11.50	15.00	
65-66	60.00	50.00	194.97	304.97	50.00	353.17	152.60	60	574.68	20.42	11.50	15.00	
66-67	120.00	50.00	153.19	323.18	50.00	365.39	147.41	60	528.10	8.20	13.87	10.00	Bonus 1:2 & Right issue 1:3
67-68	120.00	50.00	147.88	317.88	50.00	379.49	148.63	59	491.36	7.85	14.50	10.00	
68-69	120.00	50.00	153.86	323.86	50.00	440.07	193.03	58	574.49	18.06	14.50	10.00	
69-70	120.00	50.00	145.57	315.57	50.00	482.33	212.05	58	589.86	-3.86	14.50	10.00	
70-71	120.00	50.00	145.08	315.08	50.00	499.88	212.70	53	563.27	10.37	14.50	10.00	
71-72	120.00	50.00	157.39	327.39	50.00	508.78	201.05	55	639.15	23.62	16.90	10.00	+2 %
72-73	120.00	50.00	168.46	338.46	50.00	541.70	212.17	55	762.11	19.94	16.90	12.00	
73-74	120.00	50.00	192.32	362.32	50.00	559.02	208.02	53	891.16	33.81	12.10	8.00	
74-75	120.00	50.00	215.49	385.49	50.00	581.43	213.61	55	850.06	36.80	16.90	12.00	
75-76	120.00	50.00	234.78	404.78	50.00	609.74	221.37	51	995.94	36.57	21.70	12.00	+4 % (Jubilee Dividend)
76-77	120.00	50.00	264.17	434.17	50.00	672.98	255.76	48	1350.84	40.49	21.70	12.00	+4 %
77-78	150.00	50.00	258.31	458.31	1.47	806.68	457.37	49	1177.59	19.16	21.70	12.80	Bonus 1:4
78-79	150.00	50.00	262.13	462.13	-	828.17	330.83	50	1227.34	19.65	21.70	12.80	
79-80	150.00	50.00	236.42	436.42	-	836.28	331.50	50	1238.02	28.99	21.70	12.80	
80-81	150.00	50.00	259.31	459.31	-	857.28	306.50	50	1596.64	41.70	21.70	12.80	
81-82	150.00	50.00	299.19	499.19	-	919.05	332.19	49	1804.52	86.53	29.51	15.00	+ 3% (Walchand Centenary Dividend)
82-83	150.03	50.00	382.13	582.17	-	1038.37	389.45	50	2018.93	85.90	25.01	15.00	
83-84	150.03	50.00	551.85	751.88	-	1110.46	395.22	49	2190.96	176.38	29.51	18.00	
84-85	225.05	50.00	830.58	905.63	200.00	1340.53	509.86	51	2474.28	163.31	43.01	18.00	Bonus 1:2
85-86	225.05	50.00	803.94	1078.99	200.00	1510.97	533.76	49	2755.29	221.18	49.76	18.00	+3% (Diamond Jubilee Dividend)
86-87	225.05	50.00	856.10	1081.16	300.00	1666.49	502.27	49	2938.04	100.05	41.13	18.00	
			(Upto 30-9-86)										
87-88	225.05	-	954.25	1179.30	300.00	1688.52	510.15	48	3596.27	138.86	40.51	18.00	
88-89	225.05	-	1102.53	1327.59	300.00	1767.64	634.39	50	3328.10	103.18	33.76	15.00	(For 9 months period)
89-90	337.58	-	1050.89	1388.47	492.50	1893.35	664.92	51	5542.73	107.56	50.64	15.00	Bonus 1:2
90-91	337.58	-	986.81	1324.38	500.00	2050.47	930.84	50	4506.00	-176.50	50.64	15.00	
91-92	337.58	-	991.84	1329.41	409.00	2089.03	901.37	48	8209.35	58.74	50.64	15.00	(For 18 months period)
92-93	337.58	-	1086.34	1423.92	409.00	2122.21	892.55	47	4503.52	123.15	25.32	15.00	(For 6 months period)
93-94	387.58	-	1177.08	1564.66	286.33	2278.75	958.67	48	7651.09	160.06	65.26	18.00	
94-95	387.58	-	1445.15	1832.73	200.00	2452.32	1035.55	47	8805.39	310.56	77.52	20.00	
95-96	387.58	-	2214.26	2601.84	150.00	2464.23	968.85	46	7397.47	866.00	96.89	20.00	+5% (Seventieth Anniversary Dividend)
96-97	387.58	-	2422.23	2809.81	100.00	2443.29	946.31	43	7397.00	293.24	77.52	20.00	
97-98	387.58	-	2692.85	3080.43	50.00	2461.38	879.14	40	9224.05	364.42	85.27	22.00	
98-99	387.58	-	2947.38	3334.96	-	2586.05	894.20	38	10027.52	353.48	89.14	23.00	
99-00	387.58	-	3228.90	3616.47	-	2941.08	1173.59	39	10868.18	380.46	89.14	23.00	
2000-01	387.58	-	3631.17	4018.75	-	3052.18	1186.74	38	10835.22	530.41	116.27	25.00	+5% (Platinum Jubilee Dividend))
01-02	387.58	-	4246.98	4634.56	-	3116.95	1184.39	35	11520.83	921.68	116.27	30.00	
02-03	387.58	-	5276.75	5664.32	-	3490.44	1423.40	35	14143.71	1160.94	116.27	40.00	
03-04	290.68	-	8950.91	9241.60	-	3928.48	1472.95	33	17207.62	5075.35	726.71	50.00	+200% (Special Interim Dividend)
04-05	290.68	-	10991.86	11282.54	-	4600.27	1926.83	31	21040.25	2535.71	436.02	50.00	+100% (Special Interim Dividend)
05-06	484.47	-	11521.75	12006.22	-	5701.92	2828.08	32	25608.72	972.27	218.01	40.00	+5% (Eightieth Anniversary Dividend) & Bonus 2 : 3
06-07	484.47	-	12852.79	13337.27	-	6940.06	3724.87	30	36280.18	1671.12	290.68	60.00	
07-08	484.47	-	13957.80	14442.27	-	7224.78	3799.39	30	45180.13	1501.76	339.13	70.00	
08-09	484.47	-	16006.88	16491.35	-	9473.95	5607.64	29	66534.80	2530.89	411.80	85.00	
09-10	484.47	-	18297.37	18781.84	2000.00	10863.77	6409.84	28	67564.54	2857.30	484.47	100.00	
10-11	484.47	-	20531.26	21015.73	–	12357.94	7210.67	25	64852.90	2796.95	484.47	100.00	
11-12	484.47	-	21560.56	22045.03	–	12571.31	7385.97	22	51716.92	1592.36	484.47	100.00	
12-13	484.47	-	23221.65	23706.12	–	14326.30	8060.06	22	69579.06	2284.58	532.92	110.00	
13-14	484.47	-	24947.14	25431.61	–	15385.51	8483.60	20	81899.72	2405.66	581.37	120.00	


INCOME FROM OPERATIONS
₹ in Lacs
90000
80000
70000
60000
50000
40000
30000
20000
10000
0
67565
64853
51717
69579
81900
09-10
10-11
11-12
12-13
13-14


NET PROFIT
₹ in Lacs
3000
2500
2000
1500
1000
500
0
2857
2797
1592
2285
2406
09-10
10-11
11-12
12-13
13-14


DISTRIBUTION OF INCOME, EXPENDITURE AND PROFIT
₹ in Lacs
Depreciation & Amortisation
783
Income Tax
1396
Dividend & Dividend Tax
680
Finance Costs
3368
Retained Profit
1725
Other Revenue Expenses
2791
Employees Remuneration
4270
Consumption of Raw
Materials & Stores
15331
Manufacturing, Construction,
Excise & Taxes
52000


SHAREHOLDERS' FUND
₹ in Lacs
Equity
Reserve
30000
25000
20000
15000
10000
5000
0
18782
21016
22045
23706
25432
09-10
10-11
11-12
12-13
13-14


GROSS BLOCK
₹ in Lacs
16000
14000
12000
10000
8000
6000
4000
2000
0
10864
12358
12571
14326
15386
09-10
10-11
11-12
12-13
13-14

NOTES

NOTES

NOTES

THE INDIAN HUME PIPE COMPANY LIMITED

(CIN : L51500MH1926PLC001255)

Regd. Office: Construction House, 2nd Floor, 5, Walchand Hirachand Road, Ballard Estate, Mumbai – 400001
Website: www.indianhumepipe.com Tel.:+91 22 22618091 Fax: + 91 22 22656863

ATTENDANCE SLIP

(To be presented at the entrance)

Folio No./DP ID & Client ID : _____

I / We hereby record my/our presence at the 88th Annual General Meeting of the Company on Friday, 25th July, 2014 at 4.00 p.m. at Walchand Hirachand Hall, Indian Merchants' Chamber Building, 4th Floor, Indian Merchants' Chamber Marg, Churchgate, Mumbai - 400 020.

_____ Member's / Proxy's name in Block letters

_____ Member's/Proxy's signature

CUT HERE

THE INDIAN HUME PIPE COMPANY LIMITED

(CIN : L51500MH1926PLC001255)

Regd. Office: Construction House, 2nd Floor, 5, Walchand Hirachand Road, Ballard Estate, Mumbai – 400001
Website: www.indianhumepipe.com Tel.:+91 22 22618091 Fax: + 91 22 22656863

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 : _____

Email ID : _____

Folio No. / Client ID : _____ DP ID No. _____

I / We being the member(s) of _____ shares of the abovenamed Company hereby appoint :

1) Name: _____ Email ID : _____

Address : _____

_____ Signature : _____

or failing him/her;

2) Name: _____ Email ID : _____

Address : _____

_____ Signature : _____

or failing him/her;

3) Name: _____ Email ID : _____

Address : _____

_____ Signature : _____

or failing him/her;

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 88th Annual General Meeting of the Company to be held on Friday, 25th July, 2014 at 4.00 p.m. at Walchand Hirachand Hall, Indian Merchants' Chamber Building, 4th Floor, Indian Merchants' Chamber Marg, Churchgate, Mumbai - 400 020 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. no.	RESOLUTIONS	Optional *	
Ordinary Business		**For**	**Against**
1	Ordinary Resolution for adoption of Audited Financial Statements, Reports of the Board of Directors and Auditors for the year ended 31st March, 2014.		
2	Ordinary Resolution for Declaration of Dividend on Equity Shares of the Company.		
3	Ordinary Resolution for re-appointment of Ms. Anima B. Kapadia as Director of the Company.		
4	Ordinary Resolution for re-appointment of Mr. P. D. Kelkar as Director of the Company.		
5	Ordinary Resolution under Section 139 of the Companies Act, 2013 for re-appointment of M/s K. S. Aiyar & Co., Chartered Accountants, as Statutory Auditors of the Company for the financial year 2014-15 and fix their remuneration.		
Special Business			
6	Special Resolution under Section 14 of the Companies Act, 2013 for amendment to the existing Article 186A of the Articles of Association of the Company.		
7	Ordinary Resolution for appointment of Mr. Rameshwar D. Sarda as Independent Director of the Company under Section 149 of the Companies Act, 2013.		
8	Ordinary Resolution for appointment of Mr. Ajit Gulabchand as Independent Director of the Company under Section 149 of the Companies Act, 2013.		
9	Ordinary Resolution for appointment of Mr. Rajendra M. Gandhi as Independent Director of the Company under Section 149 of the Companies Act, 2013.		
10	Ordinary Resolution for appointment of Mr. Vijay Kumar Jatia as Independent Director of the Company under Section 149 of the Companies Act, 2013.		
11	Special Resolution under Section 180(1)(c) of the Companies Act, 2013 for borrowing an amount not exceeding ₹ 100 Crores over and above the aggregate of the paid-up share capital and free reserves of the Company.		
12	Ordinary Resolution for re-appointment of M/s Brahmayya & Co., Chartered Accountants, Hyderabad as Branch Auditors of the Company for the financial year 2014-15 and fix their remuneration.		
13	Ordinary Resolution under Section 148 of the Companies Act, 2013 for re-appointment of Mr. Vikas V. Deodhar, Cost Accountant, Mumbai as Cost Auditor of the Company for the financial year 2014-15 and fix their remuneration.		

*It is optional to put (√) in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he / she thinks appropriate.

Signed this _____ day of _____ 2014.

Affix Revenue Stamp

Signature of Shareholder

Signature of Proxyholder(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 Statements and Notes, please refer to the Notice of 88th Annual General Meeting.
3. Please complete all details including details of member(s) in the above box before submission.

THE INDIAN HUME PIPE COMPANY LIMITED

(CIN : L51500MH1926PLC001255)
Regd. Office: Construction House, 2nd Floor, 5, Walchand Hirachand Road, Ballard Estate, Mumbai – 400001
Website: www.indianhumepipe.com Tel.:+91 22 22618091 Fax: + 91 22 22656863

BALLOT FORM

1. Name(s) & Registered Address of the sole/first named member :

2. Name(s) of the Joint Holder(s), if any :

3. Registered Folio No. DP ID No. & Client ID No. :

4. Number of share(s) held :

5. I/We hereby exercise my/our vote(s) in respect of the Resolutions set out in the Notice dated 27th May, 2014 of the 88th Annual General Meeting of the Company to be held on 25th July, 2014, by sending my/our assent or dissent to the said Resolutions by **placing tick mark (√)** at the appropriate box below:

Item No.	RESOLUTION	No. of Shares	(FOR) I/We assent to the Resolution	(AGAINST) I/We dissent to the Resolution
Ordinary Business :-				
1.	Ordinary Resolution for adoption of Audited Financial Statements, Reports of the Board of Directors and Auditors for the year ended 31st March, 2014.			
2.	Ordinary Resolution for Declaration of Dividend on Equity Shares of the Company.			
3.	Ordinary Resolution for re-appointment of Ms. Anima B. Kapadia as Director of the Company.			
4.	Ordinary Resolution for re-appointment of Mr. P. D. Kelkar as Director of the Company.			
5.	Ordinary Resolution under Section 139 of the Companies Act, 2013 for re-appointment of M/s K. S. Aiyar & Co., Chartered Accountants, as Statutory Auditors of the Company for the financial year 2014-15 and fix their remuneration.			
Special Business :-				
6.	Special Resolution under Section 14 of the Companies Act, 2013 for amendment to the existing Article 186A of the Articles of Association of the Company.			
7.	Ordinary Resolution for appointment of Mr. Rameshwar D. Sarda as Independent Director of the Company under Section 149 of the Companies Act, 2013.			
8.	Ordinary Resolution for appointment of Mr. Ajit Gulabchand as Independent Director of the Company under Section 149 of the Companies Act, 2013.			
9.	Ordinary Resolution for appointment of Mr. Rajendra M. Gandhi as Independent Director of the Company under Section 149 of the Companies Act, 2013.			
10.	Ordinary Resolution for appointment of Mr. Vijay Kumar Jatia as Independent Director of the Company under Section 149 of the Companies Act, 2013.			
11.	Special Resolution under Section 180(1)(c) of the Companies Act, 2013 for borrowing an amount not exceeding ₹ 100 Crores over and above the aggregate of the paid-up share capital and free reserves of the Company.			
12.	Ordinary Resolution for re-appointment of M/s Brahmayya & Co., Chartered Accountants, Hyderabad as Branch Auditors of the Company for the financial year 2014-15 and fix their remuneration.			
13.	Ordinary Resolution under Section 148 of the Companies Act, 2013 for re-appointment of Mr. Vikas V. Deodhar, Cost Accountant, Mumbai as Cost Auditor of the Company for the financial year 2014-15 and fix their remuneration.			

Place : _____

Date : _____

_____
Signature of the Member

E-VOTING PARTICULARS

ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	USER ID	Password / PIN

Note : Please read instructions carefully given hereinbelow and in Notes to the Notice of the 88th Annual General Meeting before voting electronically.

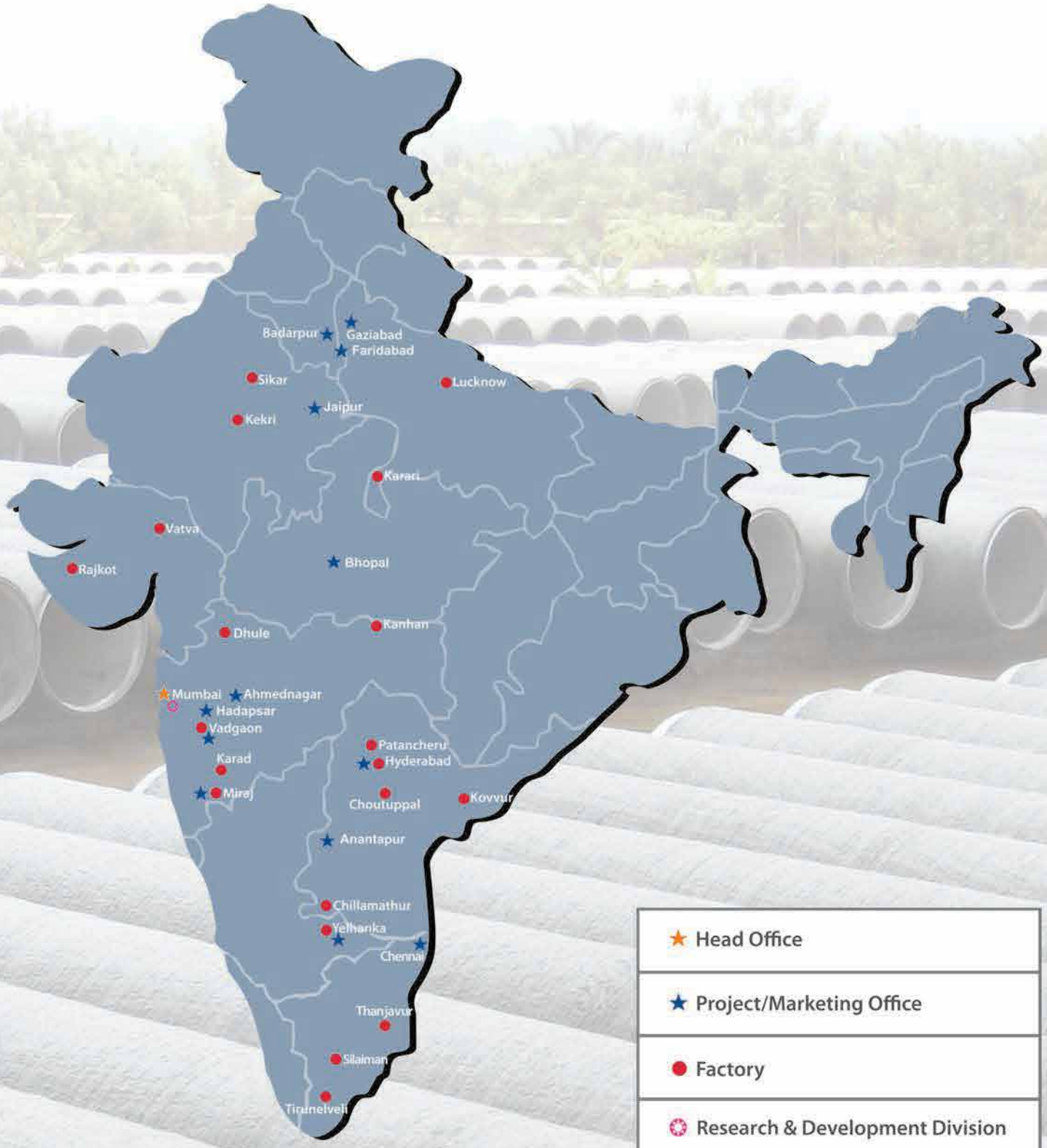
INSTRUCTIONS

1. This Ballot Form is provided for the benefit of Members who do not have access to e-voting facility.
2. A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through Ballot shall prevail and e-voting shall be treated as invalid.
3. For detailed instructions on e-voting, please refer Note No.18 appended to the Notice of AGM.
4. The Scrutinizer will collate the votes downloaded from the e-voting system and votes received through post to declare the final result for each of the Resolutions forming part of the Notice of the AGM.

Process and manner for Members opting to vote by using the Ballot Form :

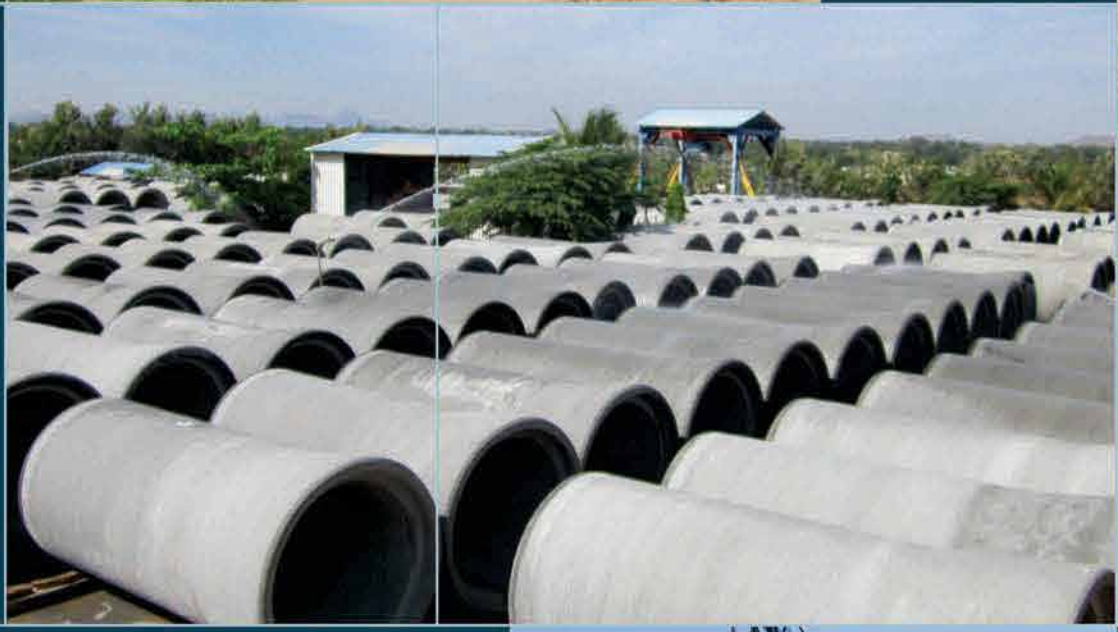
1. Please complete and sign the Ballot Form (no other form or photo copy thereof is permitted) and send it so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Mr. J. H. Ranade, Practising Company Secretary (Membership No.4317), at the registered office of the Company.
2. The Form should be signed by the Member as per the specimen signature registered with the Company / Depositories. In case of joint holding, the Form should be completed and signed by the first named Member and in his / her absence, by the next named joint holder. A Power of Attorney (POA) holder may vote on behalf of a Member, mentioning the registration number of the POA registered with the Company or enclosing an attested copy of POA. Exercise of vote by Ballot is not permitted through proxy.
3. In case the shares are held by corporate and institutional shareholders (companies, trusts, societies etc.), the duly completed Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution / Authorization, with the specimen signature(s) of the authorized signatory(ies) duly attested by their Bankers.
4. Votes should be cast in case of each resolution, either in favour or against by putting the tick (√) mark in the column provided in the Ballot Form.
5. The voting rights of shareholders shall be in proportion of the share held by them in the paid up equity share capital of the Company as on 20th June, 2014 and as per the Registrar of Members of the Company.
6. Duly completed Ballot Form should reach the Scrutinizer not later than Friday, 18th July, 2014 (6.p.m.). Ballot Form received after 18th July, 2014 will be strictly treated as if the reply from the Members has not been received.
7. A member may request for a duplicate Ballot Form, if so required. However, duly filled in and signed duplicate Form should reach the Scrutinizer not later than the date and time specified under instruction no.6 above.
8. Unsigned, incomplete, improperly or incorrectly tick marked Ballot Forms will be rejected. A Form will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the Member or as to whether the votes are in favour or against or if the signature cannot be verified.
9. The decision of the Scrutinizer on the validity of the Ballot Form shall be final.
10. The results declared along with Scrutinizer's Report, shall be placed on the Company's website www.indianhumepipe.com and on the website of the National Securities Depository Limited (NSDL) within two days of the passing of the Resolutions at the AGM of the Company on 25th July, 2014 and communicated to BSE Ltd. and National Stock Exchange of India Ltd., where the shares of the Company are listed.

IHP FACTORIES / PROJECTS IN INDIA



★ Head Office
★ Project/Marketing Office
● Factory
✪ Research & Development Division

MAP not to scale



The Indian Hume Pipe Co. Ltd.

Construction House, 5, Walchand Hirachand Road,
Ballard Estate, Mumbai - 400 001, India.
Tel: 91 - 22 - 4074 8181 / 2261 8091
Fax: 91 - 22 - 2265 6863
Email: info@indianhumepipe.com
Web: www.indianhumepipe.com

The Indian Hume Pipe Co. Ltd.

Registered Office : Construction House, 5, Walchand Hirachand Road, Ballard Estate, Mumbai - 400 001. INDIA
Tel. : +91-22-22618091, +91-22-40748181 • Fax : +91-22-22656863 • E-mail : info@indianhumepipe.com • Visit us at : www.indianhumepipe.com
CIN : L51500MH1926PLC001255

FORM A

1.	Name of the Company :	The Indian Hume Pipe Company Limited
2.	Annual financial statements for the year ended :	31st March, 2014
3.	Type of Audit observation :	Un-qualified
4.	Frequency of observation :	Not Applicable
5.	Signed by Chairman & Managing Director (CEO)	Rajas R. Doshi
	Signed by Controller of Accounts & Finance (CFO)	M. S. Rajadhyaksha
	Signed by K. S. Aiyar & Co., Chartered Accountants Statutory Auditors Registration No. 100186W	Raghuvir M. Aiyar Partner Membership No. 38128
	Signed by Chairman – Audit Committee	Rajendra M. Gandhi

Date : 27th May, 2014

Place : Mumbai