

EPC Industrié Limited

33rd Annual Report
2014-15



Samriddhi



A Mahindra Group Company

BOARD OF DIRECTORS

Ashok Sharma – Executive Director & CEO
S. Durgashankar
Sangeeta Prasad
Nikhilesh Panchal
Anand Daga
Vinayak Patil

COMPANY SECRETARY

Ratnakar Nawghare

AUDITORS

Deloitte Haskins & Sells, Chartered Accountants

BANKERS

YES Bank Ltd.
HDFC Bank Ltd.

CORPORATE OFFICE & WORKS

Plot No. H-109, MIDC, Ambad, Nashik-422 010.
Tel: (0253) 2381081/82/83
Fax: (0253) 2382975
CIN: L25200MH1981PLC025731
E Mail : rvnawghare@epcind.com

REGISTERED OFFICE

Plot No. H-109, MIDC, Ambad, Nashik-422 010.
Tel: (0253) 2381081/82/83
Fax: (0253) 2382975
E Mail : rvnawghare@epcind.com

BRANCHES

Akola, Ananthapur, Bhubaneshwar, Bhopal, Coimbatore,
Dharwad, Himmat Nagar, Hyderabad, Jaipur, Jodhpur,
Junagadh, Mandi, Mohali, Patna, Pune, Raipur, Ranchi, Rajkot,
Rohtak, Thrissur, Vadodara

REGISTRARS & TRANSFER AGENTS

Sharepro Services (India) Pvt. Ltd.
13 AB, Samhita Warehousing Complex,
2nd Floor, Sakinaka Telephone Exchange Lane,
Off Andheri Kurla Road, Sakinaka,
Andheri (East),
Mumbai - 400 072.
Tel : (022) 67720300/67720400/67720403
Fax : (022) 67720416

NOTICE

NOTICE is hereby given that the 33rd Annual General Meeting of the Members of EPC INDUSTRIÉ LIMITED will be held at the Registered Office of the Company at Plot No. H-109, MIDC Ambad, Nashik - 422 010 on Friday, July 31, 2015, at 2.30 p.m. to transact the following business:

ORDINARY BUSINESS

1. To receive and adopt the audited Balance Sheet as at 31st March, 2015 and the Statement of Profit and Loss and Cash Flow for the year ended on that date and the Reports of the Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. S Durgashankar who retires by rotation and, being eligible, offers himself for re-appointment.
3. To appoint Auditors and fix their remuneration.

SPECIAL BUSINESS

4. Alteration of Articles of Association

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

“RESOLVED THAT pursuant to the provisions of Section 14 and other relevant provisions, if any, of the Companies Act, 2013, and Rules made thereunder (including any statutory modification(s) thereto or re-enactment thereof, for the time being in force), the existing Articles of Association of the Company be and is hereby replaced, altered, modified and revised by the new set of Articles of Association, a copy of which is placed before the meeting and duly initialled by the Chairman for the purposes of identification and that the Regulations contained in the new set of Articles be and are hereby approved and adopted as the Articles of Association of the Company and they be the Regulations of the Company in place, in substitution and to the entire exclusion of the existing Articles of Association.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all such steps and actions for the purposes of making all such filings and registrations as may be required in relation to the aforesaid amendment to the Articles of Association and further to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution.”

5. Commission to Independent Non - Executive Directors

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

“RESOLVED THAT pursuant to provisions of Sections 197,198 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rule, 2014 and Clause 49 of the Listing Agreement entered into with the Stock Exchanges, the Company hereby accords its consent and approval to pay remuneration to Independent Non-Executive Directors of the Company by the way of commission, in addition to sitting fees and reimbursement of expenses incurred for attending meetings of the Board of Directors of the Company and its committees thereof, not exceeding Rs. 5 lacs each or 1% of the annual Net Profit of the Company computed in accordance with the provisions of section 197 read with Section 198 of the Act or as may be prescribed by the Act or Rules framed thereunder whichever is lower from time to time in this regard

determine for each of the financial years commencing from 1st April, 2015 in lieu of their services to the Company and that Board of Directors of the Company (hereinafter referred to as ‘the Board’ which terms shall be deemed to include any committee which the Board may constitute to exercise its powers including powers conferred by this resolution) shall in their absolute discretion, decide the extent to which such remuneration is payable to each of the Independent Non-Executive Directors based on their individual services to the Company within the ceiling limit of 1% of the Net profit of the Company”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate its powers conferred by this resolution to any Director or Directors or Nomination and Remuneration Committee of Directors to determine the extent to which such remuneration is payable to each of the Independent Non-Executive Directors based on their individual services to the Company.”

6. Appointment of Ms. Sangeeta Prasad as Non-Executive Director

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

“RESOLVED THAT in accordance with the provisions of Section 149 and all other applicable provisions, if any, of the Companies Act, 2013, Ms. Sangeeta Prasad (holding DIN-02791944), who was appointed as an Additional Director and who ceases to hold office as per the provisions of Section 161 of the Companies Act, 2013 at the ensuing Annual General Meeting and in respect of whom the Company has received a Notice in writing proposing her candidature for the office of Director, be appointed as a Director of the Company, liable to retire by rotation.”

7. Remuneration to M/s Shilpa & Company, Cost Auditors

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

“RESOLVED THAT pursuant to the provisions of Section 148(3), of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014 and all other applicable provisions of the Act and the Rules framed thereunder (including any statutory modification or re-enactment thereof for the time being in force), Messrs Shilpa and Company, Cost Accountants, Nashik appointed as Cost Auditor by the Board of Directors of the Company, for conducting the cost audit of the Company for the Financial Year 2015-16, if applicable, at a remuneration of Rs. 1,50,000/- (Rupees One Lac Fifty Thousand Only) plus service tax and out of pocket expenses be and is hereby approved.”

By Order of the Board

Ratnakar Nawghare
Company Secretary

Registered Office:

Plot No.H-109, MIDC Ambad,
Nashik- 422 010

CIN: L25200MH1981PLC025731

e-mail: info@epcind.com

27th April, 2015

NOTES

- A. Explanatory Statement as required under section 102(1) of the Companies Act, 2013 is annexed hereto.
- B. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
- C. The instrument appointing a proxy must be deposited with the Company at its Registered Office not less than 48 hours before the time for holding the Meeting.
- D. The Company's Registrar and Transfer Agents for its Share Registry Work (Physical and Electronic) are Sharepro Services (India) Private Limited having their office premises at 13AB, Samhita Warehousing Complex, 2nd Floor, Sakinaka Telephone Exchange Lane, Off Andheri Kurla Road, Sakinaka, Andheri (East), Mumbai – 400 072.
- E. The Register of Members and Transfer Books of the Company will be closed from 25th July, 2015 to 31st July, 2015 (both days inclusive).
- F. Members can avail the facility of the nomination in respect of the Shares held by them in physical form pursuant to the provisions of Section 72 of the Companies Act, 2013. Members desiring to avail this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to Sharepro Services (India) Private Limited at the above mentioned address. Members holding shares in electronic mode may contact their respective Depository Participants for availing this facility.
- G. The Ministry of Corporate Affairs, Government of India, has taken a "Green Initiative in Corporate Governance" by allowing paperless compliances by the companies and has issued Circulars *inter alia* stating that the service of notice/documents to the Members can be made in electronic mode. In support of the Green Initiative, your Company sent a Circular dated 16th May, 2011 by e-mail to those Members who have registered their e-mail address with their Depository Participant and made available to the Company by the Depositories, informing them about the Company's proposal to send the documents like Notice calling the Annual General Meeting, Audited Financial Statements, Directors' Report, Auditors' Report, etc. from the Financial Year ended 31st March, 2011 onwards and other communication, in electronic mode. These Members were also given an option to continue to receive the documents in Physical Form. Accordingly, the Annual Report for the year 2014-15, Notice for the Annual General Meeting, etc. are being sent in electronic mode to such Members of the Company whose e-mail addresses are available with the Company and who have not opted to receive the same in physical form.
- Members are requested to support this Green Initiative by registering/updating their e-mail address, with the Depository Participant (in case of Shares held in dematerialised form) or with Sharepro Services (India) Private Limited (in case of Shares held in physical form).
- H. Members are requested to:
- intimate to the Company's Registrar and Transfer Agents, Sharepro Services (India) Private Limited at the above mentioned address, changes, if any, in their registered addresses at an early date, in case of shares held in physical form;
 - intimate to the respective Depository Participant, changes, if any, in their registered addresses at an early date, in case of shares held in dematerialised form;
 - quote their folio numbers/Client ID/DP ID in all correspondence; and
 - consolidate their holdings into one folio in case they hold shares under multiple folios in the identical order of names.
- I. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member, as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
- J. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
- K. Electronic copy of the Notice of the 33rd 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 address, physical copies of the Notice of the 33rd 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.
- L. Brief resume of Directors including those proposed to be appointed/re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships/chairmanships of Board Committees, shareholding to be provided under Clause 49 of the Listing Agreement are provided in the Report on Corporate Governance forming part of the Annual Report.

None of the Directors of the Company seeking appointment or reappointment are inter-se related to each other.

M. Members may also note that the Notice of the 33rd Annual General Meeting and the Annual Report for 2015 will also be available on the Company's website www.epcmahindra.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Nashik, 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, by post at free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: rvnawghare@epcind.com

N. Voting through electronic means

In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 33rd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services 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 Participant(s)]

- (i) Open email and open PDF file viz; "EPC Industrié-Voting.pdf". 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 e-Voting Cycle.
- (vii) Select "EVEN" of EPC Industrié 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.

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

(xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to sbhagwatcs@yahoo.co.in or evoting@epcind.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 Participant(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 Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

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

II. 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.

III. 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).

IV. The e-voting period commences on 28th July, 2015 (9:00 a.m.) and ends on 30th July, 2015 (5:00 p.m.). During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 27th June, 2015, 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.

V. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 27th June, 2015.

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- VI. Mr.Sachin Bhagwat – Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- VII. The Scrutinizer 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.
- VIII. The Results shall be declared on or after the AGM of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.epcmahindra.com and on the website of NSDL within two(2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited.
- O. 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 (9.00 a.m. to 5.00 p.m.) on all working days except Sundays up to and including the date of the Annual General Meeting of the Company.

By Order of the Board

Ratnakar Nawghare
Company Secretary

Registered Office:

Plot No.H-109, MIDC Ambad,
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CIN: L25200MH1981PLC025731
e-mail: info@epcind.com

27th April, 2015

Explanatory Statement under Section 102(1) of the Companies Act, 2013

Item No. 4

It is proposed to amend existing Articles of Association and to bring them in line with the provisions of the Companies Act, 2013 and Rules made thereunder and also removing redundant references.

Pursuant to the provisions of Section 14 of the Companies Act, 2013, amendment of Articles of Association requires approval of shareholders by way of special resolution. Accordingly, this matter has been placed before the shareholders for approval.

A copy of the proposed set of new Articles of Association of the Company would be available for inspection at the Registered Office of the Company during the business hours on any working day, up to the date of the Annual General Meeting and during the Annual General Meeting. The proposed draft Articles of Association is available on the Company's website at www.epcmahindra.com for perusal by the members.

The Board therefore, submits the resolution set out at Item No. 4 for your consideration and recommends it to be passed as a Special Resolution.

A copy of the existing as well as new Articles of Association of the Company is available for inspection at Registered Office of the Company during working office hours between 9.00 a.m. to 5.00 p.m. except Sunday or any other public holiday.

None of the Directors, Key Managerial Personnel and their relatives are, any way concerned or interested in the aforesaid resolution except to the extent of their respective shareholding in the Company.

Item No. 5

Currently the Independent Directors are paid only sitting fee for attending Board meetings and committee meetings.

With the enactment of the Companies Act, 2013 ("the Act"), the Non-Executive Directors are vested with a variety of roles, duties and responsibilities for good corporate governance. Keeping in view, the enhanced role, responsibilities and duties of Directors, and in appreciation of their contribution and services they have rendered/will be rendering to the Company, it is proposed to seek approval of members of the Company for payment of commission to non-executive Directors for all subsequent financial years commencing from 1st April, 2015 as set out at Item No. 5 of this Notice.

In view of the above, it is proposed to pay Rs. 5 lacs per Independent Non Executive Director or an amount not exceeding 1% of annual Net Profit of the Company whichever is lower to be determined from the 1st April, 2015 from time to time or such percentage as may be specified by the Act from time to time in this regard, of annual net profit of the Company computed in accordance with the provisions of Section 197 read with Section 198 of the Act or as may be

prescribed by the Act or Rules framed thereunder from time to time and such commission to be distributed amongst and paid to the aforesaid Directors concerned in such proportions as they may from time to time decide between themselves.

The Board recommends the resolution for approval by the Members.

The independent Directors M/s. Anand Daga, Vinayak Patil and Nikhilesh Panchal and their relatives may be considered interested in this resolution to the extent of commission payable to them.

None of the other Directors, Key Managerial Personnel and their relatives are, any way concerned or interested in the aforesaid resolution except to the extent of their respective shareholding in the Company.

Item No. 6

Ms. Sangeeta Prasad was co-opted as an Additional Director of the Company with effect from 28th October, 2014, pursuant to Section 149 of the Companies Act, 2013, read with article 126 of the Articles of Association of the Company. Ms. Sangeeta Prasad holds office of Director up to the date of the Annual General Meeting. The Company has received notice in writing from a member along with a deposit of Rs. 1,00,000/- proposing the candidature of Mr. Anand Daga for the office of Director under the provisions of Section 160 of the Companies Act, 2013.

Ms. Sangeeta Prasad has a Bachelor's degree in Electrical Engineering and has done Masters in Business Administration from IIM Lucknow. She is a Chevening scholar from UK and completed General Management Programme at INSEAD, Fontainebleau.

Ms. Prasad is currently heading the Integrated Business City and Industrial Cluster as CEO at Mahindra Lifespace Developers Ltd aimed at sustainable city creation.

She has a rich and varied experience of over 20 years of different business functions.

Ms. Prasad has been awarded Leadership award in the International Women Leaders Forum in 2013. Further, she was also recognized amongst the top 30 Emerging Woman Leaders in a survey conducted by Business Today Magazine in the year 2010. Ms. Prasad was also one of the Speakers at the World Economic Forum, Davos, 2012 on "URBANISATION - Trends, Challenges and Opportunities".

Ms. Prasad is a Member, Board of Governors, IIM Lucknow. She was part of the CEO delegation at the 'Make in India' Summit in the Hannover Messe exposition in Germany. She was a part of a panel discussion on Smart Cities in the Summit along with eminent Corporate and government representatives from India and Germany.

Ms. Sangeeta Prasad is on the Board of following Companies:

- i) Mahindra World City (Jaipur) Limited

- ii) Knowledge Township Limited
- iii) Mahindra World City (Maharashtra) Limited
- iv) Mahindra World City Developers Limited
- v) Knowledge Township (Maharashtra) Limited
- vi) Maharashtra Industrial Park Chennai Ltd.

Ms. Sangeeta Prasad is the chairman/member of the following committees of the Company and of other companies.

Sr. No.	Name of the Company	Name of the Committee	Position held (Chairman/Member)
1	Knowledge Township Limited	Audit Committee	Member
2	Knowledge Township Limited	Nomination and Remuneration Committee	Member
3	Industrial Township (Maharashtra) Limited	Audit Committee	Chairperson
4	Mahindra World City Developers Limited	Corporate Social Responsibility Committee	Member
5	Mahindra Residential Developers Limited	Corporate Social Responsibility Committee	Member
6	Mahindra Residential Developers Limited	Nomination and Remuneration Committee	Member
7	Mahindra World City (Jaipur) Limited	Contract Committee	Member
8	Mahindra World City (Jaipur) Limited	Loan and Investment Committee	Member
9	Mahindra World City (Jaipur) Limited	Corporate Social Responsibility Committee	Member

The Directors recommend the passing of the Resolution at Item No. 6 as an Ordinary Resolution.

Ms. Sangeeta Prasad is interested in the resolution set out at Item No. 6 of the Notice. The relatives of Ms. Sangeeta Prasad may be deemed to be interested in the aforesaid resolution, to the extent of their shareholding interest, if any, in the Company.

None of the other Directors of the Company and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the aforesaid resolution.

Item No. 7

Messrs Shilpa and Company, Cost Accountants was appointed as Cost Accountants for the Financial Year 2015-16 by the Board of Directors of the Company. In accordance with the provisions of Section 148 of the Companies Act, 2013, the remuneration payable to the Cost Auditors shall be subject to the approval of Shareholders. The fees payable to Messrs Shilpa and Company would be Rs. 1,50,000 p.a. The Board recommends remuneration payable to Messrs Shilpa and Company, Cost Accountants and for passing of the Ordinary Resolution set out at Item No. 7 of the Notice.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

By Order of the Board

Ratnakar Nawghare
Company Secretary

Registered Office:

Plot No.H-109, MIDC Ambad,
Nashik- 422 010
CIN: L25200MH1981PLC025731
e-mail: info@epcind.com

27th April, 2015

33rd Annual Report 2014-15

DIRECTORS' REPORT

Your Directors are pleased to present the 33rd Annual Report on business and operations of your Company along with the audited financial statements and accounts for the year ended 31st March, 2015.

FINANCIAL HIGHLIGHTS

(Rs. in lacs)

	For the Year ended 31 st March, 2015	For the Year ended 31 st March, 2014
Turnover (Net)	16922.90	17472.52
Other Income	256.26	256.60
	17179.16	17729.12
Profit Before Interest, Depreciation & Tax	660.80	1285.74
Finance cost	119.56	235.34
Depreciation	273.76	279.41
Profit Before Tax	267.48	770.99
Tax expense	88.00	—
Profit After Tax	179.48	770.99
Transfer to General Reserve	—	—
Add : Balance Brought Forward	(1085.47)	(1856.46)
Depreciation on transaction to Schedule II to the Companies Act, 2013	(69.26)	—
Deficit Carried to the Balance Sheet	(975.25)	(1085.47)

* Figures have been regrouped wherever necessary.

Operations and Financial Overview

During the year under review, your Company's turnover was at Rs. 169.23 crore as compared to Rs. 174.73 crore for the previous year affecting the performance marginally. The Profit Before Tax was at Rs. 2.67 crore vs. Rs. 7.71 crore in the previous year, The Profit after tax was at Rs. 1.79 crore vs. Rs. 7.71 crore in the previous year.

The year 2014-15 was quite challenging amidst untimely rain, pendency in subsidies release, delays in introduction of Subsidy scheme as per National Mission on Sustainable Agriculture (NMSA) guidelines by few States resulting in subdued demand from farmer community.

Despite these constraints and challenging environment, the Company could achieve this performance.

During the year under review, the Company has entered into Memorandum of Understanding with M/s S – Rain Control A/S, Denmark, an automation products manufacturer in Irrigation Systems. This will assist in catering to farmers using hi-end technology for farming. This new business will contribute significantly to the Company's top line and bottom line in the years to come.

Dividend

Your Directors do not recommend any dividend considering the need to augment resources for operational purposes.

Corporate Governance & Management Discussion and Analysis Report

Your Company believes in sound practices of good Corporate Governance. Transparency, Accountability, and Responsibility are the fundamental guiding principles for all decisions, transactions, and policy matters of the Company. A Report on Corporate Governance alongwith a certificate from the Statutory Auditors of the Company regarding compliance of conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement, forms part of this Annual Report.

Further, the Management Discussion and Analysis Report for the year under review, as stipulated under Clause 49 of the Listing Agreement with the Stock Exchange, is given in Annexure I to this Report.

Stock Options

The Nomination and Remuneration Committee of the Board of Directors of the Company, inter alia, administers and monitors the Employees' Stock Option Scheme of the Company in accordance with the applicable SEBI Guidelines.

During the year under review 6125 Nos. Stock Options got vested under the Employees Stock Option Scheme – 2010, and were exercised immediately after vesting. Accordingly, the Company made the allotment of 6125 Equity Shares on 21st November, 2014 against these options exercised by the employees.

In pursuance of the approval of the Members at the previous Annual General Meeting held on 31st July, 2014 your Company has formulated and implemented New Employee Stock Option Scheme – 2014 (the Scheme) for grant of Employee Stock Options to employees of the Company in the form of Stock Options and/or Restricted Stock Units ("RSUs") and/or other instruments ("Options") exercisable into Equity Shares. The Nomination and Remuneration Committee of the Board of Directors has granted 80,424 Stock Options during the year under review, comprising about 0.29% of the current paid up capital of the Company.

The applicable disclosures as stipulated under the SEBI Guidelines as on March 31, 2015 (cumulative position) with regard to the Employees' Stock Option Scheme (ESOS) are provided in Annexure II to this Report.

The Company has received a certificate from the Auditors of the Company that the Scheme has been implemented in accordance with the SEBI Guidelines and the resolution passed by the members. The certificate would be placed at the Annual General Meeting for inspection by members.

Voting rights on the shares issued to employees under the ESOS are either exercised by them directly or through their appointed proxy.

Share Capital

During the year, with the allotment of 6125 equity shares on exercising of Stock Options by employees, the total paid up equity share capital of the Company increased from 2,76,38,239 equity shares of Rs. 10/- each to 2,76,44,364 equity shares of Rs. 10/- each. The said equity shares have been listed on the Bombay Stock Exchange Limited and they rank pari passu with the existing equity shares in all respects.

Accordingly, the Paid-up Share Capital of the Company stood at Rs. 27,64,43,640 divided into 2,76,44,364 equity shares of Rs. 10 each as on 31st March, 2015.

Holding Company

The promoters of the Company i.e. Mahindra and Mahindra Limited (M & M) hold 1,51,44,433 equity shares which represents 54.78 percent of the total paid up capital of the Company. Your Company continues to be a subsidiary company of M & M. The Company does not have any subsidiary company.

Contracts and arrangements with Related Parties

During the financial year, all contracts/arrangements/transactions entered by the Company with related parties were in the ordinary course of business on an arm's length basis. During the year, the Company had not entered into any contract/arrangement/transaction with related parties which could be considered material in accordance with the policy of the Company with materiality of related party transactions.

All related party transactions are placed before the Audit Committee for approval wherever applicable. Prior omnibus approval is also obtained from the Audit Committee for the related party transactions which are of repetitive nature as well as the transactions which cannot be foreseen and accordingly, the required disclosures are made to the Committee on quarterly basis in terms of approval of the Committee.

The Company's major related party transactions are generally with its holding and associate companies. The related party transactions are entered into based on considerations of various business exigencies, such as synergy in operations, sale transactions through tenders or otherwise. All related party transactions are negotiated on an arms-length basis, and are intended to promote the Company's interests.

The Policy on materiality of related party transactions and dealing with related party transactions as approved by the Board may be accessed on the Company's website at the link: http://www.epcmahindra.com/pdf/EPC_Policy_on_Related_Party_Transactions.pdf. The related party transactions have been set out in the Note No. 31 to the financial statement.

Risk Management

During the year, your Directors have constituted a Risk Management Committee under the chairmanship of Mr. Nikhilesh Panchal and Mr. Ashok Sharma and Mr. Anand Daga

being other members. The Committee has been entrusted with the responsibility to assist the Board in (a) Overseeing and approving the Company's enterprise wide risk management framework; and (b) Overseeing that all the risks that the organization faces such as strategic, financial, credit, market, liquidity, security, property, IT, legal, regulatory, reputational and other risks have been identified and assessed and there is an adequate risk management infrastructure in place capable of addressing those risks. The Risk Management Policy was reviewed and recommended by the Risk Management Committee and approved by the Board of Directors.

The Company manages, monitors and reports on the principal risks and uncertainties that can impact its ability to achieve its strategic objectives, risk mitigation measures and internal controls and processes.

Industrial Relations

The industrial Relations continue to be peaceful and cordial at all levels. The Directors wish to place on record their sincere appreciation of the Company's employees at all levels. The Company's consistent growth is made possible by their hard work solidarity, co-operation and support.

The Management Discussion and Analysis Report gives an overview of the developments in Human Resources/Industrial Relations during the year.

Safety, Health and Environmental Performance

Your Company's commitment towards safety, health and environment is being continuously enhanced and your Company encourages involvement of all its employees in activities related to safety, including promotion of safety standards.

During the year under review, no major accidents occurred. The Safety Committee regularly reviews the adherence of safety norms. Some of the programmes undertaken by the Company such as the behaviour based safety training, Knowledge based fire extinguisher training, and fire fighting training and safety awareness have resulted in the reduction of number of accidents.

Various health checkup programmes for employees were regularly undertaken by the Company during the year.

Requirements relating to various environmental legislations and environment protection have been duly complied by your Company.

Directors and Key Managerial Personnel

Pursuant to the provisions of Section 149 of the Companies Act, 2013, the Non independent Director Mr. S Durgashankar would retire and, being eligible, has offered himself for reappointment. Ms. Sangeeta Prasad was co-opted on the Board on 28th October, 2014 and holds office upto the ensuing Annual General Meeting, being eligible, has offered herself for appointment.

The Company has received Notices in writing from Member alongwith requisite deposit, proposing Ms. Sangeeta Prasad for appointment to the office of Director at the ensuing Annual General Meeting.

The Shareholders in the Annual General Meeting held on 31st July, 2014 appointed Mr. Ashok Sharma as Whole Time Director designated as Executive Director and CEO of the Company with effect from 1st October, 2014, on a consolidated remuneration of Rs. 12,00,000 per annum for a period of three years. Mr. Ashok Sharma is also receiving a remuneration from the holding Company M/s. Mahindra and Mahindra Limited. The Board of Directors has approved the re-designation of Mr. Ashok Sharma as Executive Director with effect from 1st June, 2015.

Pursuant to the provisions of Section 203 of the Companies Act, 2013, the Board of Directors has further approved appointment of Mr. Sanjeev Mohoni as Chief Executive Officer of the Company with effect from 1st June, 2015 who will be looking after day to day affairs of the Company.

In terms of the provisions of Section 149 of the Companies Act, 2013 and other applicable provisions, if any, the Shareholders have appointed Mr. Vinayak Patil, Mr. Nikhilesh Panchal and Mr. Anand Daga as Independent Directors of the Company for a period of 5 years in the Annual General Meeting held on 31st July, 2014 who are not liable to retire by rotation.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed both under the Act and Clause 49 of the Listing Agreement with the Stock Exchange.

The information required pursuant to Section 197(12) read with Rule 5(1) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of ratio of remuneration of a director to the median remuneration of the employees of the Company for the financial year is given in the Annexure III to this Report.

The Company has devised a Policy for performance evaluation of Independent Directors, Board, Committees and other individual Directors which include criteria for performance evaluation of the non-executive directors and executive director. The statement indicating the manner in which formal annual evaluation of the Directors, the Board and Board level committees are given in detail in the report on Corporate Governance, which forms part of this Annual Report.

The Company had on the basis of the Policy for performance evaluation of Independent Directors, Board, Committees and other individual Directors, followed a process of evaluation by the Board for its own performance and that of its Committees and individual Directors.

The details of programmes for familiarisation of Independent Directors with the Company, their roles, rights, responsibilities

in the Company, nature of the industry in which the Company operates, business model of the Company and related matters are put up on the website of the Company.

The following policies of the Company are attached herewith marked as Annexure IV and Annexure V:

- a) Policy on Appointment of Directors and Senior Management and Succession Planning for Orderly Succession to the Board and the Senior Management.
- b) Policy for Remuneration of the Directors, Key Managerial Personnel and other employees.

Directors' Responsibility Statement

Pursuant to section 134(5)(e) of the Companies Act, 2013, your Directors, based on the representations received from the Operating Management, and after due enquiry, state that:

- a) in the preparation of the annual accounts for the year ended March 31, 2015, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same;
- b) the Directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2015 and of the profit of the Company for the year ended on that date;
- c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the Directors have prepared the annual accounts on a 'going concern' basis;
- e) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee (CSR Committee) has formulated and recommended to the Board, a Corporate Social Responsibility Policy (CSR Policy) indicating the activities to be undertaken by the Company, which has been approved by the Board.

The CSR Policy may be accessed on the Company's website at the link: http://www.epcmahindra.com/pdf/EPC_CSR_Policy.pdf

The key philosophy of all CSR initiatives of the Company is guided by three core commitments of Scale, Impact and Sustainability.

The Company has identified few focus areas of engagement which are as under:

- **Rural Transformation:** Creating sustainable livelihood solutions, addressing poverty, hunger and malnutrition.
- **Health:** Affordable solutions for healthcare through improved access, awareness and health seeking behaviour.
- **Education:** Access to quality education, training and skill enhancement.
- **Environment:** Environmental sustainability, ecological balance, conservation of natural resources.
- **Disaster Response:** Managing and responding to disaster.

During the year under review your Company initiated few projects such as renovation of school building in the rural area, girl child education, pure drinking water, medical equipment for old age and disabled persons. These projects were mainly implemented directly through employee participation. The Company has also actively participated in the "Mahindra's Hariyali Project of 1 Million tree plantation.

During the year under review, the Company has spent Rs. 13.79 lacs which is around 2.05% of the average net profits of last three financial year on CSR activities.

The Annual Report on CSR activities is annexed herewith marked as Annexure VI.

Internal Complaints Committee

During the year under review, no complaints were reported to/resolved by the Committee for the year ended 31st March, 2015 in accordance with the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

Vigil Mechanism/Whistle Blower policy

In order to ensure that the activities of the Company and its employees are conducted in a fair and transparent manner by adoption of highest standards of professionalism, honesty, integrity and ethical behaviour, the Company has adopted a vigil mechanism policy. This policy is explained in Report on Corporate Governance and also posted on the website of the Company.

Internal Financial Control Systems and their adequacy

Your Company has laid down set of standards, processes and structures which enables to implement internal financial control across the organisation and ensure that the same are adequate and operating effectively.

Auditors

The Auditors, Messrs. Deloitte Haskins & Sells, Chartered Accountants, Baroda holds office until the conclusion of the ensuing Annual General Meeting. The Auditors are eligible for reappointment under Section 139(1) of the Companies Act, 2013 and have furnished a certificate to this effect. The Directors recommend their reappointment as Auditors of the Company upto the conclusion of the next Annual General Meeting.

Cost Auditors

The Company had filed the Cost Audit Report as per the Companies (Cost Accounting Records) Rules, 2011 prescribed under Section 209(1)(d) of the Companies Act, 1956 pertaining to the financial year 2013-14 before the due date of filing.

Pursuant to section 148 of the Companies Act, 2013, the Board of Directors, on the recommendation of the Audit Committee appointed M/s Shilpa & Company, Cost Accountants, as the Cost Auditors of the Company for the financial year 2015-16. M/s Shilpa & Company have confirmed that their appointment, is within the limits of section 139 of the Companies Act, 2013 and have also certified that they are free from any disqualification specified under sections 141(3) and 148(5) of the Companies Act, 2013.

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

The Directors recommend the remuneration payable to the Cost Auditors of the Company for the year 2015-16. The approval from Shareholders for the remuneration payable to the Cost Auditors is being sought at the ensuing Annual General Meeting.

Secretarial Auditors

Pursuant to provisions of Section 204 of the Companies Act, 2013, the Board has appointed Mr. Sachin Bhagwat Practising Company Secretary, to conduct Secretarial Audit for the financial year 2014-15. The Secretarial Audit Report for the financial year ended on 31st March, 2015 is annexed as Annexure VII to this Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

Public Deposits & Loans/Advances

During the year, the Company did not accept any fixed deposit. The deposits accepted in the previous years were repaid on 30th September, 2014. There were unclaimed/unpaid deposits and unclaimed/unpaid interest warrants outstanding as on March 31, 2015 amounting to Rs. 4.83 lacs. Your Company has neither made any loans or advances nor any guarantees or securities provided which are required to be disclosed in the Annual Accounts of the Company pursuant to Clause 32 of the Listing Agreement.

DISCLOSURES:

CSR Committee

The CSR Committee comprises M/s Ashok Sharma (Chairman), S Durgashankar and Vinayak Patil as other members.

Nomination and Remuneration Committee

The Nomination and Remuneration Committee comprises Directors namely M/s Anand Daga (Chairman), S Durgashankar and Vinayak Patil as other members.

Audit Committee

The Audit Committee comprises Directors namely M/s Vinayak Patil (Chairman), S Durgashankar and Anand Daga as other members.

All the recommendations made by the Audit Committee were accepted by the Board.

Meetings of the Board

Five meetings of the Board of Directors were held during the year. For further details, please refer Report on Corporate Governance of this Annual Report.

Extract of Annual Return

Pursuant to sub-section 3(a) of Section 134 and sub-section 3 of Section 92 of the Companies Act, 2013, read with Rule 12 of the Companies (Management and Administration) Rules 2014, the extracts of Annual Return of the Company as at 31st March, 2015 is annexed herewith as Annexure VIII to this Report.

General

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

1. Details relating to deposits covered under Chapter V of the Companies Act, 2013.
2. Issue of equity shares with differential rights as to dividend, voting or otherwise.

3. Issue of shares (including sweat equity shares) to employees of the Company under any scheme save and except ESOS referred to in this Report.
4. There were no material changes and commitments, if any, affecting the financial position of the Company which have occurred between the end of the financial year and the date of this Report.
5. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

Energy Conservation and Technology Absorption and Foreign Exchange Earnings and Outgo

The particulars relating to energy conservation, technology absorption, foreign exchange earnings and outgo as required to be disclosed under sub-section(3)(m) of Section 134 of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 are provided in Annexure IX to this Report.

Particulars of Employees

The Company had no employee, who was employed throughout the financial year and was in receipt of remuneration of not less than Rs. 60,00,000 per annum during the year ended 31st March, 2015 or was employed for a part of the financial year and was in receipt of remuneration of not less than Rs. 5,00,000 per month during any part of the year.

Acknowledgements

Your Directors take this opportunity to place on record their sincere appreciation for the co-operation and continued support received from customers, vendors, suppliers, bankers, business associates and shareholders.

For and On behalf of the Board

Ashok Sharma
Executive Director & CEO

Vinayak Patil
Director

Place : Nashik
Dated: 27th April, 2015

ANNEXURE I TO DIRECTORS' REPORT

MANAGEMENT DISCUSSION AND ANALYSIS

Overview

Water scarcity already affects every continent. Around 1.2 billion people, or almost one-fifth of the world's population, live in areas of physical scarcity, and 500 million people are approaching this situation. Another 1.6 billion people, or almost one quarter of the world's population, face economic water shortage.

Water scarcity is among the main problems to be faced by many societies and the World in the 21st century. Water use has been growing at more than twice the rate of population increase in the last century, and, although there is no global water scarcity as such, an increasing number of regions are chronically short of water.

Water scarcity is both a natural and a human-made phenomenon. There is enough freshwater on the planet for seven billion people but it is distributed unevenly and too much of it is wasted, polluted and unsustainably managed.

Eventually many water saving technologies have been evolved to conserve scarce water resource and increase the existing water use efficiency in Indian agriculture.

Micro-irrigation such as Drip Irrigation and Sprinkler Irrigation are amongst these technologies in use over last three decades. These irrigation systems are more efficient than conventional flood irrigation method, because they deliver low volumes of water directly to plants' roots, minimizing losses to wind, runoff, evaporation and these irrigations systems use 30 to 70 percent less water than conventional irrigation systems for different crops.

The awareness of use of Irrigation technology has established a stronghold in the Asian regions, where it is best utilised in India and China but still there is ample market potential with a continuously growing population. The various State Governments are also encouraging farmers to use irrigation techniques by introduction of various mega subsidy projects.

Industry Structure and Developments

The Indian micro irrigation market is mainly contributed by drip irrigation system in terms of revenue. The drip and sprinkler irrigation technologies differ in terms of flow rate, pressure requirement, wetted area and mobility. India has mammoth potential for both the irrigation methods. Major States having maximum area coverage under micro irrigation are Maharashtra, Andhra Pradesh, Karnataka, Gujarat, and Tamil Nadu.

The MI Industry has been segmented on the basis of types of micro irrigation system such as drip and sprinkler irrigation system, by States, crop pattern/types, by applications of micro irrigation system and by organizational structure of the industry.

The Indian micro irrigation market is highly competitive with the presence of large and small scale drip and sprinkler irrigation systems producers and marketers across numerous states across India.

The micro irrigation systems market is classified mainly into the organized and unorganized segments in the country. The Company is presently a major supplier of micro irrigation systems (MIS) in India. Our strong brand name, expertise in agronomy services, and wide spread network have contributed to our growth.

Opportunities and Outlook

The long term outlook of the Micro Irrigation Industry is robust. The real boost to the business is likely to come from the micro irrigation projects launched by various State Governments and the recently introduced National Mission for Sustainable Agriculture (NMSA). Agricultural growth can be sustained by promoting conservation and sustainable use of these scarce natural resources through appropriate location specific measures. Towards this end, NMSA has been formulated for enhancing agricultural productivity especially in rainfed areas focusing on integrated farming, water use efficiency, soil health management and synergizing resource conservation. NMSA derives its mandate from Sustainable Agriculture Mission which is one of the eight Missions outlined under National Action Plan on Climate Change (NAPCC).

Water scarcity is the most driving factor of the MI Industry. The area available for crop cultivation, growing population in the country and GDP in the agriculture sector contributes to the growing demand for MIS. The other major contributor to this market is growing pollution levels due to which the water level has declined and in the near future this trend is expected to continue.

The stability of the Government at Centre and States also contributes to the growth of MI Industry by way of consistent policies on subsidies to farmer community.

Operations and Financial Performance

During the year 2014-15, your Company achieved Sales Turnover of Rs. 169.23 crore as compared to Rs. 174.73 crore in the preceding year. Performance was marginally affected due to the following reasons: low demand for micro irrigation systems owing to untimely rains across many parts of India and many State Governments have yet to release guidelines in line with NMSA guidelines.

The Company's profitability was under pressure due to additional provisioning on account of receivables and slow moving inventories despite reduction in input costs and optimum utilisation of its resources.

The Company has further introduced Design Quality Index (DQI) and Installation Quality Index (IQI). It helps in the measurement of quality of designs and installation of products

being supplied to farmers. Your Company continued its focus on various Quality initiatives such as 1S 2S, Total Productive Maintenance (TPM), Continuous Improvement Teams (CIT), Mahindra Yellow Belt Programme, Kaizen, Parivartan, and display of Quality Parameters on all machines.

These measures have resulted in significant improvement in production efficiencies and reduction in rejections.

During the year, the Company has entered into Memorandum of Understanding with S-Rain Control A/s, Denmark to introduce automation irrigation control products catering to farmers farming with hi-tech solutions. The Company is also in the process of introducing new products helping farmer community for crop protection.

Risks, Concerns and Threats

The major threats to the MI Industry are from unorganised sector who mainly provide low quality irrigation systems which sustain for hardly one cropping season.

The availability of trained personnel, fluctuation in polymer prices, erratic climatic conditions and seasonality in agriculture sector are the major threats being faced by the MI Industry. The installation of MI Systems results in higher initial cost thereby putting burden on farmers.

Industry growth is heavily dependent on Government policies and release of capital subsidies. Long lead time in release of State subsidies result in a greater requirement of working capital for the MIS Industry. However, with the implementation of National Mission on Micro Irrigation by the Central Government, it is expected that we shall have greater uniformity in release of subsidies.

Internal Control Systems

Your Company has adequate internal control procedures commensurate with its size and nature of business. The internal control system is supplemented by extensive internal audits, regular reviews by management and well-documented policies and guidelines to ensure reliability and speedy

compilation of financial statements, safeguarding the assets and interests of the Company and ensuring compliance with laws and regulations. The Company continuously upgrades these systems in line with best accounting practices. The Company is also in the process of implementation of compliance management systems.

The Audit Committee of Board of Directors periodically reviews the audit plans, observations and recommendations of the internal and external auditors with reference to significant risk areas and adequacy of internal controls.

Human Resources

Your Company continues to maintain its unique track record of industrial harmony. One of our top priorities has been to build talent across the organisation, business process, quality assurance and customer care.

Human resources initiatives such as skill level upgradation, training, appropriate reward and recognition systems and productivity improvement are the key focus areas for development of the employees of the Company. The measures for safety, training, welfare and development of employees receive highest priority.

As we look ahead, we are confident that our strong, positive people philosophy and practices will make us a preferred destination for talent.

As on 31st March, 2015, the total number of employees of your Company was 430.

Cautionary Note

This report contains forward-looking statements based on certain assumptions and expectations of future events. Actual performance, results or achievements and risks and opportunities may differ from those expressed or implied in any such forward - looking statements. The Company assumes no responsibility to publicly amend, modify or revise any forward looking statements, on the basis of any subsequent developments, information or events.

ANNEXURE II TO DIRECTORS' REPORT

Disclosures with respect to Employees Stock Option Schemes of the Company pursuant to the provisions of the Companies Act, 2013.

Particulars	Employees Stock Options Scheme, 2010	Employees Stock Options Scheme, 2014
(a) Options granted	60,500	80,424
(b) Options vested	32,000	Nil
(c) Options exercised	32,000	Nil
(d) The total number of shares arising as a result of exercise of option	32,000	80,424
(e) Options lapsed	28,500	Nil
(f) Exercise price	Rs. 35	Rs. 10
(g) Variation of terms of options	Nil	Nil
(h) Money realised by exercise of options	11,20,000	Nil
(i) Total number of options in force	Nil	80,424
(j) Employee wise details of options granted to		
(i) Key Managerial Personnel	1) Mr. Ratnakar Nawghare – 3,000	1) Mr. Mayur Bumb – 11,059 2) Mr. Ratnakar Nawghare – 7,029
(ii) Any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during that year	1) Mr. Vinayak Patil – (Director) – 10,000 2) Mr. A R Kshirsagar* – 6,500 3) Mr. Kiran Soman – 5,000 4) Mr. P. Ravi** – 5000 * Resigned w.e.f. 31 st December, 2012 ** Resigned w.e.f. 7 th October, 2014	1) Mr. Kiran Soman – 16,862 2) Mr. Deepak Bajaj – 6,498 3) Mr. Kedarnath Keskar – 4,688 4) Mr. Makarand Mallikar – 4,675 5) Mr. Ranveer Singh Malhotra – 4,644 6) Mr. Hemant Sahu – 4,130 7) Mr. Arvind Gulghane – 4,024
(iii) Identified employees who were granted options, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant	Nil	Nil
(k) Basic and Diluted Earnings Per Share (EPS) pursuant to issue of shares on exercise of option calculated in accordance with Accounting Standard (AS) 20 'Earnings Per Share'	NA	Rs. 0.65

ANNEXURE III TO DIRECTORS' REPORT

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

Sr. No.	Requirements	Disclosure								
1	The ratio of the remuneration of each director to the median remuneration of the employees for the financial year.	3.96								
2	The percentage increase in remuneration of each Director, CFO & CS.	ED & CEO – NA* CFO – 8% CS – 6%								
3	The percentage increase in the median remuneration of employees in the financial year.	The median remuneration of the employees in the financial year was increased by 10%. The calculation of % increase in median remuneration is done based on comparable employees. For this we have excluded employees who were not eligible for any increment.								
4	The number of permanent employees on the rolls of the company.	There were 303 employees as on 31 st March, 2015.								
5	The explanation on the relationship between average increase in remuneration and company performance.	Factors considered while recommending increases in the fixed compensation: a) Performance of the Company; b) Remuneration with peer companies; c) Industry benchmarking and consideration towards cost of living adjustment/inflation. d) ESOP scheme, which is part of the remuneration on a long term basis, is prepared in accordance with SEBI and other regulatory guidelines and shareholders. e) The Company follows holistic performance review mechanism to ensure that the increase is commensurate with the effort and it is aligned with the performance with the Company.								
6	Comparison of the remuneration of the key managerial personnel against the performance of the company.	For the FY 2014–15 KMP's were paid approx 40% of net profit for the year as compared to 8% in FY 2013–14. The percentage is increased mainly due to lower profits of the current year.								
7	a) Variations in the market capitalisation of the Company: b) Price Earnings ratio of the Company: c) Percent increase over/decrease in the market quotations of the shares of the Company as compared to the rate at which the Company came out with the last public offer in the year:	The market capitalisation as on March 31, 2015 was Rs. 447.01 Crores as against Rs. 283.71 crore as on March 31, 2014. Price Earnings ratio of the Company was 248.77 as at March 31, 2015 and was 36.79 as at March 31, 2014. The Company had come out with Rights Issue offer in the year 2012. An amount of Rs. 1000 invested in the said Rights Issue would be worth Rs. 4042 as on March 31, 2015 indicating a Compounded Annual Growth Rate of 135%.								
8	Average percentage increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.	The average percentage change in Managerial employees is 12% whereas the average percentage change in Non – Managerial employees is 1% in 2014–15.								
9	Comparison of each remuneration of the Key Managerial Personnel against the performance of the company	The comparison of remuneration of each of the Key Managerial personnel against the performance of the Company. <table border="1"> <thead> <tr> <th>Particulars</th> <th>% of Net Profits for FY 2014–15</th> </tr> </thead> <tbody> <tr> <td>ED & CEO</td> <td>3.3%</td> </tr> <tr> <td>CFO</td> <td>18.1%</td> </tr> <tr> <td>CS</td> <td>11.6%</td> </tr> </tbody> </table>	Particulars	% of Net Profits for FY 2014–15	ED & CEO	3.3%	CFO	18.1%	CS	11.6%
Particulars	% of Net Profits for FY 2014–15									
ED & CEO	3.3%									
CFO	18.1%									
CS	11.6%									
10	The key parameters for any variable component of remuneration availed by the directors	No variable component of remuneration is being given to the Whole Time Director. The Whole Time Director is receiving consolidated remuneration.								
11	The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year; and	Ratio is 1.67. There are 22 such employees receiving remuneration more than the director's remuneration.								
12	Affirmation that the remuneration is as per the remuneration policy of the company	Yes, it is affirmed.								

* The remuneration of ED & CEO started from 1st October, 2014.

ANNEXURE IV TO DIRECTORS' REPORT

POLICY ON APPOINTMENT OF DIRECTORS AND SENIOR MANAGEMENT AND SUCCESSION PLANNING FOR ORDERLY SUCCESSION TO THE BOARD AND THE SENIOR MANAGEMENT

DEFINITIONS

The definitions of some of the key terms used in this Policy are given below.

“Board” means Board of Directors of the Company.

“Company” means EPC Industrié Limited.

“Committee(s)” means Committees of the Board for the time being in force.

“Employee” means employee of the Company whether employed in India or outside India including employees in the Senior Management Team of the Company.

“HR” means the Human Resource department of the Company.

“Key Managerial Personnel” (KMP) refers to key managerial personnel as defined under the Companies Act, 2013 and includes:

- (i) Managing Director (MD), or Chief Executive Officer (CEO); or Manager; or Whole time Director (WTD)
- (ii) Chief Financial Officer (CFO); and
- (iii) Company Secretary (CS).

“Nomination and Remuneration Committee” (NRC) means Nomination and Remuneration Committee of Board of Directors of the Company for the time being in force.

“Senior Management” means personnel of the Company who are members of its Core Management Team excluding Board of Directors comprising of all members of management one level below the executive directors including the functional heads.

I. APPOINTMENT OF DIRECTORS

- The NRC reviews and assesses Board composition and recommends the appointment of new Directors. In evaluating the suitability of individual Board member, the NRC shall take into account the following criteria regarding qualifications, positive attributes and independence of director:
 1. All Board appointments will be based on merit, in the context of the skills, experience, independence and knowledge, for the Board as a whole to be effective.
 2. Ability of the candidates to devote sufficient time and attention to his professional obligations as Independent Director for informed and balanced decision making

3. Adherence to the Code of Conduct and highest level of Corporate Governance in letter and in spirit by the Independent Directors

- Based on recommendation of the NRC, the Board will evaluate the candidate(s) and decide on the selection of the appropriate member. The Board through the Whole Time Director will interact with the new member to obtain his/her consent for joining the Board. Upon receipt of the consent, the new Director will be co-opted by the Board in accordance with the applicable provisions of the Companies Act 2013 and Rules made thereunder.

REMOVAL OF DIRECTORS

If a Director is attracted with any disqualification as mentioned in any of the applicable Act, rules and regulations thereunder or due to non - adherence to the applicable policies of the company, the NRC may recommend to the Board with reasons recorded in writing, removal of a Director subject to the compliance of the applicable statutory provisions.

SENIOR MANAGEMENT PERSONNEL

The NRC shall identify persons who are qualified to become directors and who may be appointed in senior management team in accordance with the criteria laid down above.

Senior Management personnel are appointed or promoted and removed/relieved with the authority of Whole Time Director based on the business need and the suitability of the candidate. The details of the appointment made and the personnel removed one level below the Key Managerial Personnel during a quarter shall be presented to the Board.

II. SUCCESSION PLANNING:

Purpose

The Talent Management Policy sets out the approach to the development and management of talent in the Mahindra Group to ensure the implementation of the strategic business plans of the Group and the Group Aspiration of being among the Top 50 globally most-admired brands by 2021.

Board:

The successors for the Independent Directors shall be identified by the NRC atleast one quarter before expiry of the scheduled term. In case of separation of Independent Directors due to resignation or otherwise, successor will be appointed at the earliest but not later than the immediate next Board meeting or three months from the date of such vacancy, whichever is later.

The successors for the Executive Director(s) shall be identified by the NRC from among the Senior Management or through external source as the Board may deem fit.

The NRC will accord due consideration for the expertise and other criteria required for the successor.

The Board may also decide not to fill the vacancy caused at its discretion.

Senior Management Personnel:

A good succession-planning program aims to identify high growth individuals, train them and feed the pipelines with new talent. It will ensure replacements for key job incumbents in KMPs and senior management positions in the organization.

Significantly, we have a process of identifying Hi-pots and critical positions. Successors are mapped for these positions at the following levels:

1. Emergency successor
2. Ready now
3. Ready in 1 to 2 years
4. Ready in 2 to 5 years
5. Ready in more than 5 years

in order to ensure talent readiness as per a laddered approach.

Policy Statement

The Talent Management framework of the Mahindra Group has been created to address three basic issues:

- 1) Given the strategic business plans, do we have the skills and competencies required to implement them? If not, how do we create them – by developing them internally or through lateral induction from outside?
- 2) For critical positions, what is the succession pipeline?
- 3) What are the individual development plans for individuals both in the succession pipeline as well as others?

The framework lays down an architecture and processes to address these questions using the **3E** approach:

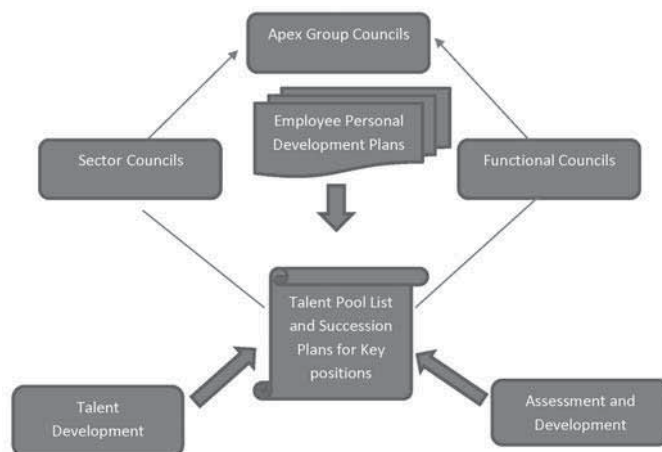
- a) **Experience** i.e. both long and short-term assignments. This has 70% weightage

- b) **Exposure** i.e. coaching and mentoring – 20% weightage

- c) **Education** i.e. learning and development initiatives – 10% weightage

The Talent Management process is applicable to all employees. Over the years, the Talent Management framework has become a well-structured and process-oriented system which is driven by an interactive and collaborative network of Talent Councils at the Group and Sector Levels. These Talent Councils, which consist mainly of Senior business leaders supported by HR, are a mix of Sector (Business) and Functional Councils coordinated by an Apex Talent Council, headed by the Group Chairman. The Apex Council reviews the work done by the Talent Councils and facilitates movement of talent across Sectors. The Sector/Functional Councils meet regularly throughout the year and the Apex Council interacts with each one of them separately once a year, and in addition conducts an integrated meeting where the Chairpersons of all the Councils are present.

The Talent Management process can be represented pictorially as under:



The talent pipeline is maintained and developed so as to ensure that there is a seamless flow of talent. An important part of this exercise is drawing up and implementing IDAPs (Individual Development Action Plans) for every Executive concerned using the 3E approach mentioned above.

ANNEXURE V TO DIRECTORS' REPORT

POLICY FOR REMUNERATION OF THE DIRECTORS, KEY MANAGERIAL PERSONNEL AND OTHER EMPLOYEES

Purpose

This Policy sets out the approach to Compensation of Directors, Key Managerial Personnel and other employees in EPC Industrié Limited.

Policy Statement

We have a well-defined Compensation policy for Directors, Key Managerial Personnel and all employees, including the Chairman, Presidents and other Members of the Group Executive Board who are employees of the Company. The overall compensation philosophy which guides us is that in order to achieve global leadership and dominance in domestic markets, we need to attract and retain high performers by compensating them at levels that are broadly comparable with the median of the comparator basket while differentiating people on the basis of performance, potential and criticality for achieving competitive advantage in the business.

In order to effectively implement this, we have built our Compensation structure by a regular annual benchmarking over the years with relevant players across the industry we operate in.

NON-EXECUTIVE INCLUDING INDEPENDENT DIRECTORS:

The Nomination and Remuneration Committee (NRC) shall decide the basis for determining the compensation, both Fixed and variable, to the Non Executive Directors, including Independent Directors, whether as commission or otherwise. The NRC shall take into consideration various factors such as director's participation in Board and Committee meetings during the year, other responsibilities undertaken, such as membership or Chairmanship of committees, time spent in carrying out their duties, role and functions as envisaged in Schedule IV of the Companies Act 2013 and Clause 49 of the Listing Agreement with the Stock Exchange and such other factors as the NRC may consider deem fit for determining the compensation. The Board shall determine the compensation to Non-Executive Directors within the overall limits specified in the Shareholders resolution.

Whole Time Director or Executive Director or CEO:

The remuneration to Whole Time Director or Executive Director or CEO shall be recommended by NRC to the Board. The remuneration consists of both fixed compensation and variable compensation and shall be paid as salary, commission, performance bonus, stock options (where applicable), perquisites and fringe benefits as approved by the Board and within the overall limits specified in the Shareholders resolution. While the fixed compensation is determined at the time of their appointment, the variable compensation will be determined annually by the NRC based on their performance or alternatively, the NRC may recommend to pay the consolidated remuneration.

Key Managerial Personnel (KMPs)

The terms of remuneration of Chief Financial Officer (CFO) shall be determined by the Audit Committee from time to time. The terms of remuneration of the Company Secretary shall be finalised/revised by the Whole Time Director or such other person as may be authorised by the Board from time to time. The remuneration shall be consistent with the competitive position of the salary for similar positions in the industry and their Qualifications, Experience, Roles and Responsibilities. Pursuant to the provisions of section 203 of the Companies Act 2013 the Board shall approve the remuneration at the time of their appointment.

The remuneration to directors, KMPs and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

Employees

We follow a differential approach in choosing the comparator basket for benchmarking, depending upon the level in the organization:

- a. For all employees from Operational to Executive Band, we benchmark with a set of comparators from the same industry.
- b. For Strategic band and above, we have a position-based approach and the comparator basket includes benchmarks from across relevant industries.

We have a CTC (Cost to Company) concept which includes a fixed component (Guaranteed Pay) and a variable component (Performance pay). The percentage of the variable component increases with increasing hierarchy levels, as we believe employees at higher positions have a far greater impact and influence on the overall business result. The CTC is reviewed once every year and the compensation strategy for positioning of individuals takes into consideration the following elements:

- Performance
- Potential
- Criticality
- Longevity in grade

Remuneration for the new employees other than KMPs and Senior Management Personnel will be decided by the HR, in consultation with the concerned business unit head at the time of hiring, depending upon the relevant job experience, last compensation and the skill-set of the selected candidate.

The Company may also grant Stock Options to the Employees and Directors (other than Independent Directors and Promoter) in accordance with the ESOP Scheme of the Company and subject to the compliance of the applicable statutes and regulations.

ANNEXURE VI TO DIRECTORS' REPORT**Annual Report on Corporate Social Responsibility (CSR) activities for the financial year 2014-15**

1	Brief outline of the Company's CSR Policy including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR Policy and projects or programs and the composition of CSR Committee.	Refer Sections: (a) Corporate Social Responsibility and (b) Disclosures: CSR Committee in the Annual Report
2	Average net profit of the Company for last three financial years	Rs. 6,73,74,452
3	Prescribed CSR expenditure (two percent of the amount mentioned in item 2 above)	Rs. 13,47,489
4	Details of CSR spent during the financial year	Rs. 13,79,980
5	Total amount to be spent for the financial year	Rs. 13,79,980
6	Amount unspent, if any	Nil
7	Manner in which the amount spent during the financial year	Details given below

These projects were implemented under the monitoring of CSR Committee. The details of CSR spent during the financial year under the aforesaid CSR activities are mentioned below:

(1) Sr. No.	(2) CSR project or activity identified	(3) Sector in which the project is covered	(4) Projects or programmes (1) Local area or other (2) Specify the State and district where projects or programs was undertaken	(5) Amount outlay (budget) project or program wise	(6) Amount spent on the projects or programmes Sub-heads: (1) Direct expenditure on projects or programs (2) Overheads:	(7) Cumulative expenditure upto the reporting period.	(8) Amount spent: Direct or through implementing agency
1	Renovation of school	Rural Development	Local District Nashik, Maharashtra	3,20,000	3,02,213	3,02,162	Direct
2	Nanhi Kali	Education	Local District Nashik, Maharashtra	6,90,000	6,90,000	6,90,000	K C Mahindra Education Trust
3	Installation of RO Plant	Pure water project	Ananthapuram District, Telangana	2,80,000	2,80,000	2,80,000	Sudha Welfare Society
4	Motor Pump Assembly	Rural Development	Local Talegaon, District Nashik, Maharashtra	85,000	84,157	84,157	Direct
5	Medical equipment for old age/disable persons to M/s. Manohar Rugna Seva Kendra.	Health	Local Nashik Maharashtra	25,000	23,610	23,610	Direct
	Total			14,00,000	13,79,980	13,79,980	

* The K. C. Mahindra Education Trust was founded by the late Mr. K. C. Mahindra in the year 1953, with an objective of promoting literacy and higher learning in the country.

Responsibility Statement

The Responsibility Statement of the Corporate Social Responsibility Committee of the Board of Directors of the Company is reproduced below:

The implementation and monitoring of Corporate Social Responsibility (CSR) Policy, is in compliance with CSR objectives and policy of the Company.

For and On behalf of the Board

Ashok Sharma
Executive Director & CEO
& Chairman of CSR Committee

Vinayak Patil
Director

Place : Nashik

Dated: 27th April, 2015

ANNEXURE VII TO DIRECTORS' REPORT

SECRETARIAL AUDIT REPORT

For the financial year ended 31st March, 2015

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

To,
The Members,
EPC Industrié Limited
Plot No. H-109, M.I.D.C. Ambad
Nashik 422010

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by EPC Industrie Limited. (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conduct/statutory compliances and expressing my opinion thereon.

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

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

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of foreign direct investment, overseas direct investment and external commercial borrowings; **(Not applicable to the Company during the audit period)**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **(Not applicable to the Company during the Audit period)**

- (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company during the audit period)**
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not applicable to the Company during the audit period);** and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(Not applicable to the Company during the audit period)**
- (vi) No other law was specifically applicable to the Company.

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

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India. **(Not notified and hence not applicable to the Company during the audit period)**
- (ii) Listing Agreements entered into by the Company with the Stock Exchange.

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

I further report that

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

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

As per the minutes of the meetings duly recorded and signed by the Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded.

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

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

Place : Pune
Date : 24th April, 2015

Sachin Bhagwat
ACS: 10189
CP: 6029

ANNEXURE VIII TO DIRECTORS' REPORT

PARTICULARS AS PER SECTION 134(3)(m) OF THE COMPANIES ACT, 2013 READ WITH RULE 8(3) OF THE COMPANIES (ACCOUNTS) RULES, 2014 AND FORMING PART OF THE DIRECTORS' REPORT FOR THE YEAR ENDED 31st MARCH, 2015

A. Conservation of Energy

Your Company has always been giving priority to the conservation of energy and technology upgradation. To conserve energy and reduce energy cost, various initiatives were taken during the year.

(a) the steps taken or impact on conservation of energy:

- New designed extruders and downstream equipment for higher output in place of old one.
- Power factor is being maintained at unity.
- Improvement in productivity and savings in power consumption due to in-house technological innovations.
- Installation of newly designed moulds and high speed machines.
- Continuous raw material supply for higher productivity.
- Continuous improvements within production area, efficient production planning and improved preventive maintenance resulting into higher up time.

(b) the steps taken by the company for utilising alternate sources of energy:

The Company has explored the potential of using the alternate sources of energy through pilot projects which may be considered for implementation in future and your Company would continue to explore alternative sources of energy in future.

(c) the capital investment on energy conservation equipments:

Nil

B. Technology Absorption

(i) the efforts made towards technology absorption

Technology is the key enabler and core facilitator to achieve goals of your Company. Since inception, your Company has been at the forefront of leveraging technology to provide better products and services to its customers. The Company's efforts are always focused on making in-house developments, improvement in products and processes, reduction in costs.

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

Technology has always responded by being a true strategic partner with the business and growth of the Company. Many first mover implementations/developments have provided business, long lasting advantages to the Company.

Apart from product development, product improvement and effective cost management, technology has played a major role in ensuring high level of customer satisfaction and providing competitive advantage.

(iii) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year) - Nil

(a) the details of technology imported - NA

(b) the year of import - NA

(c) whether the technology been fully absorbed - NA

(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof: NA

(iv) Expenditure of Research and Development:

		(Rs. In Thousands)	
		2014-15	2013-14
(a)	Capital Expenditure	Nil	Nil
(b)	Recurring Expenditure	233	545
(c)	Total	233	545
(d)	Total R&D expenditure as a % of total turnover	0.01	0.01

C. Foreign Exchange Earnings & Outgo

The Company is assessing the potential countries where the exports business can be explored.

Particulars with regard to foreign exchange earned and outgo are given in the Note No. 28 to the Financial Statements.

For and on behalf of the Board

Ashok Sharma Vinayak Patil
Executive Director & CEO Director

Place : Nashik
Dated : 27th April, 2015

ANNEXURE IX TO DIRECTORS' REPORT

EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31st March, 2015
[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i)	CIN:-	L25200MH1981PLC025731
ii)	Registration Date:-	28/11/1981
iii)	Name of the Company:-	EPC Industrié Limited
iv)	Category/Sub-Category of the Company:	Public Limited
v)	Address of the Registered office and contact details:-	Plot No. H-109, MIDC Ambad, Nashik-422 010 Ph No: 0253-2381081/6642000
vi)	Whether listed company: Yes/No	Yes
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any:-	Sharepro Services (I) Pvt. Ltd 13AB, Samhita Warehousing Complex 2 nd Floor, Sakinaka Telephone Exchange Lane Off: Andheri Kurla Road, Sakinaka Andheri (East), Mumbai-400 072 Tel No. 022-67720421/403

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sr. No.	Name and description of main products/services	NIC Code of the Product/service	% to total turnover of the company
1	Micro Irrigation Systems - Drip & Sprinklers	842400	94.4%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sr. No.	Name and address of the company	CIN/GLN	Holding/Subsidiary/ Associate	% of shares held	Applicable Section
1	Mahindra and Mahindra Limited	L65990MH1945PLC004558	Holding	54.78	2(46)

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

i) Category-wise Share Holding

Category of Shareholders	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
A. Promoters									
(1) Indian									
a) Individual/HUF									
b) Central Govt.									
c) State Govt(s)									
d) Bodies Corp.	1,51,44,433	1,51,44,433	1,51,44,433	54.80	1,51,44,433	1,51,44,433	1,51,44,433	54.78	0.02% changed due to allotment of 6,125 shares to the optionees under ESOP Scheme-2010
e) Banks/FI									
f) Any other									

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Category of Shareholders	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
Sub-Total (A)(1):-	1,51,44,433	1,51,44,433	1,51,44,433	54.80	1,51,44,433	1,51,44,433	1,51,44,433	54.78	
(2) Foreign									
a) NRIs-Individuals									
b) Other-Individuals									
c) Bodies Corp.									
d) Banks/FI									
e) Any other									
Sub-Total (A)(2):-	0	0	0	0.0	0	0	0	0.0	
Total shareholding of Promoter (A)=(A)(1)+(A)(2)	1,51,44,433	1,51,44,433	1,51,44,433	54.80	1,51,44,433	1,51,44,433	1,51,44,433	54.78	
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0		0	0.00	3,55,836	0	3,55,836	1.29	
b) Banks/FI		200	200	0.00	0	200	200	0.00	
c) Central Govt(s)									
e) Venture Capital Funds									
f) Insurance Companies									
g) FIs									
h) Foreign Venture Capital Funds									
i) Others (specify)	0	0	0	0.00	4,52,389	0	4,52,389	1.64	
Sub-Total (B)(1):-	0	200	200	0.00	4,52,389	0	8,08,425	2.93	
2. Non-Institutions									
a) Bodies corp.	65,23,623	24,660	65,48,283	23.69	52,09,733	4460	52,14,193	18.86	
i) Indian									
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 Lakh	15,57,500	6,67,030	22,24,530	8.05	25,08,228	6,32,550	31,40,778	11.36	
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 Lakh	34,67,299	0	34,67,299	12.55	30,48,495	0	30,48,495	11.03	
c) Others (specify)	1,41,894	1,11,600	2,53,494	0.92	1,78,840	1,09,200	2,88,040	1.04	
Sub-Total (B)(2):-	1,16,90,316	8,03,290	1,24,93,606	45.20	1,09,45,296	7,46,210	1,16,91,506	42.29	
Total Public Shareholding (B)=(B)(1)+(B)(2)	1,16,90,316	8,03,490	1,24,93,806	45.20	1,13,97,685	7,46,210	1,24,99,931	45.22	
C. Shares held by custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	
Grand Total (A+B+C)	1,16,90,316	1,59,47,923	2,76,38,239	100.00	1,13,97,685	7,46,210	2,76,44,364	100.00	

(ii) Shareholding of Promoters/Promoter Group

Sr. No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of shares	% of total shares of the company	% of shares pledged/encumbered to total shares	No. of shares	% of total shares of the company	% of shares pledged/encumbered to total shares	
1	Mahindra and Mahindra Ltd.	1,51,44,433	54.80	Nil	1,51,44,433	54.78	Nil	0.02 Due to allotment of 6125 shares under ESOP Scheme-2010

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

Sr. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
	At the beginning of the year	No change*			
	Date wise increase/decrease in promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.):	No change*			
	At the end of the year	No change*			

* The shareholding of Promoters has not changed in absolute terms.

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

Sr. No.	For each of the Top 10 Shareholders	Shareholding at the beginning of the year		Date	Increase/Decrease in shareholding	Reasons	Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company				No. of Shares	% of total shares of the company
	At the beginning of the year							
	Date wise increase/decrease in promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.):							
	At the end of the year							
1	RELIANCE NET LIMITED	14,89,700	5.39	20/03/2015	-5,19,700	Transfer	9,70,000	3.51
				27/03/2015	-5,30,000	Transfer	4,40,000	1.59
		0		31/03/2015	-4,40,000	Transfer	0	0.00
2	SCIL VENTURES LIMITED	7,80,000	2.82	11/07/2014	-1,09,200	Transfer	6,70,800	2.43
				25/07/2014	-17,600	Transfer	6,53,200	2.36
				31/03/2015			6,53,200	2.36
3	RAJASHEKAR SWAMINATHAN IYER	7,24,600	2.62	02/05/2014	-6,351	Transfer	7,18,249	2.60
				23/05/2014	-1,28,249	Transfer	5,90,000	2.13
				06/06/2014	-20,000	Transfer	5,70,000	2.06
				05/09/2014	-70,000	Transfer	5,00,000	1.81
				12/09/2014	-53,200	Transfer	4,46,800	1.62
				31/03/2015			4,46,800	1.62
4	AADI FINANCIAL ADVISORS LLP	6,25,000	2.26	1/4/2014	0	Nil movement during the year		
				31/3/2015			6,25,000	2.26
5	MARCO PRIVATE LIMITED	5,20,000	1.88	1/4/2014	0	Nil movement during the year		
				31/3/2015			5,20,000	1.88
6	RELIANCE CAPITAL LIMITED	4,89,658	1.77	23/5/2014	-1,27,744	Transfer	3,61,914	1.31
				13/6/2014	-1,22,914	Transfer	2,39,000	0.86

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Sr. No.	For each of the Top 10 Shareholders	Shareholding at the beginning of the year		Date	Increase/ Decrease in shareholding	Reasons	Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company				No. of Shares	% of total shares of the company
				20/3/2014	2,65,000	Transfer	5,04,000	1.82
				27/3/2015	5,21,000	Transfer	10,25,000	3.71
				31/3/2015			10,25,000	3.71
7	TRENTON INVESTMENTS COMPANY PRIVATE LIMITED	4,84,549	1.75	04/04/2014	-15,121	Transfer	4,69,428	1.70
				11/04/2014	-1,50,428	Transfer	3,19,000	1.15
				09/05/2014	-73,840	Transfer	2,45,160	0.89
				16/05/2014	-86,387	Transfer	1,58,773	0.57
				31/3/2015	-1,58,773	Transfer	0	0.00
8	SHARDUL SECURITIES LIMITED	3,35,000	1.21	23/05/2014	-30,500	Transfer	3,04,500	1.10
				30/05/2014	-19,386	Transfer	2,85,114	1.03
				06/06/2014	-10,114	Transfer	2,75,000	0.99
				13/06/2014	-5,000	Transfer	2,70,000	0.98
				20/06/2014	-20,000	Transfer	2,50,000	0.90
				11/07/2014	-58,000	Transfer	1,92,000	0.69
				18/07/2014	-15,423	Transfer	1,76,577	0.64
				25/07/2014	-7,577	Transfer	1,69,000	0.61
				01/08/2014	-1,000	Transfer	1,68,000	0.61
				08/08/2014	-1,000	Transfer	1,67,000	0.60
				22/08/2014	-1,785	Transfer	1,65,215	0.60
				29/08/2014	-715	Transfer	1,64,500	0.60
				05/09/2014	-3,500	Transfer	1,61,000	0.58
				12/09/2014	-39,500	Transfer	1,21,500	0.44
				19/09/2014	-8,000	Transfer	1,13,500	0.41
				24/10/2014	-2,500	Transfer	1,11,000	0.40
				31/10/2014	-3,000	Transfer	1,08,000	0.39
				07/11/2014	-3,000	Transfer	1,05,000	0.38
				14/11/2014	-4,000	Transfer	1,01,000	0.37
				21/11/2014	-3,100	Transfer	97,900	0.35
				28/11/2014	-3,900	Transfer	94,000	0.34
				05/12/2014	-4,000	Transfer	90,000	0.33
				12/12/2014	-3,000	Transfer	87,000	0.31
				19/12/2014	-1,000	Transfer	86,000	0.31
				31/12/2014	-1,500	Transfer	84,500	0.31
				02/01/2015	-500	Transfer	84,000	0.30
				09/01/2015	-2,100	Transfer	81,900	0.30
				16/01/2015	-3,900	Transfer	78,000	0.28
				23/01/2015	-18,000	Transfer	60,000	0.22
				30/01/2015	-2,000	Transfer	58,000	0.21
				06/02/2015	-500	Transfer	57,500	0.21
				13/02/2015	-1,500	Transfer	56,000	0.20
				27/02/2015	-500	Transfer	55,500	0.20
				06/03/2015	-16,500	Transfer	39,000	0.14
				13/03/2015	-5,000	Transfer	34,000	0.12
				31/3/2015			34,000	0.12
9	MUKUL MAHAVIR PRASAD AGRAWAL	3,20,269	1.16	1/4/2014	0	Nil movement during the year		
				31/3/2015			3,20,269	1.16

Sr. No.	For each of the Top 10 Shareholders	Shareholding at the beginning of the year		Date	Increase/Decrease in shareholding	Reasons	Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company				No. of Shares	% of total shares of the company
10	PARAM CAPITAL RESEARCH PVT. LTD.	2,80,000	1.01	01/04/2014	0	Nil movement during the year		
				31/3/2015			2,80,000	1.01
11	AMUNDI FUNDS A/C AMUNDI FUNDS EQUITY INDIA SELECT	17,945	0.06	13/6/2014	0	0	17,945	0.06
				20/6/2014	54,461	Transfer	72,406	0.26
				30/6/2014	46,944	Transfer	1,19,350	0.43
				11/7/2014	24,226	Transfer	1,43,576	0.52
				18/7/2014	6,608	Transfer	1,50,184	0.54
				1/8/2014	2,000	Transfer	1,52,184	0.55
				7/11/2014	50,000	Transfer	2,02,184	0.73
				31/3/2015			2,02,184	0.73
12	PAYONE ENTERPRISES PRIVATE LIMITED	1,35,000	0.49	27/3/2015	0	0	1,35,000	0.49
				31/3/2015	5,71,000	Transfer	7,06,000	2.55
13	SBI MAGNUM COMMA FUND	97,273	0.35	13/6/2014	0	0	97,273	0.35
				25/7/2014	13,563	Transfer	1,10,836	0.40
				29/8/2014	1,70,000	Transfer	2,80,836	1.02
				31/3/2015			2,80,836	1.02

At the end of the year (or on the date of separation, if separated during the year)

(v) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	For each of the Directors and KMP	Shareholding at the beginning of the year		Date	Increase/Decrease in shareholding	Reasons	Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company				No. of Shares	% of total shares of the company
	At the beginning of the year							
	Date wise increase/decrease in promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.):							
	At the end of the year							
	DIRECTORS							
1	Mr. ASHOK SHARMA	Nil	Nil	Nil	Nil	Nil	Nil	Nil
2	Mr. S DURGASHANKAR	Nil	Nil	Nil	Nil	Nil	Nil	Nil
3	Mr. NIKHILESH PANCHAL	Nil	Nil	Nil	Nil	Nil	Nil	Nil
4	Ms. SANGEETA PRASAD	Nil	Nil	Nil	Nil	Nil	Nil	Nil
5	Mr. ANAND DAGA	Nil	Nil	Nil	Nil	Nil	Nil	Nil
6	Mr. VINAYAK PATIL	15,200	0.05	1/4/2014		0.00	15,200	0.05
				20/6/2014	-15,200	Transfer	0	0.00
				1/12/2014	2,500	ESOS Allotment	2500	0.00
				3/12/2014	-2,500	Transfer	0	0.00
				31/3/2015			0	0.00
	Key Managerial Personnel							
1	Mr. MAYUR BUMB (CFO)	100	0.00	1/4/2014	0	0	100	0.00
				23/5/2014	-100	Transfer	0	0.00
				30/6/2014	1	Transfer	1	0.00
				31/3/2015			1	0.00
2	Mr. RATNAKAR NAWGHARE (CS)	3,200	0.01	1/4/2014	0	0	0	0.00
				1/12/2014	750	ESOS Allotment	3,950	0.01
				31/3/2015			3,950	0.01

At the end of the year (or on the date of separation, if separated during the year)

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V. INDEBTEDNESS

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

(Rs.)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	1,31,33,044	15,02,57,000	16,33,90,044
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	0	82,97,567	82,97,567
Total (i+ii+iii)	-	1,31,33,044	15,85,54,567	17,16,87,611
Change in indebtedness during the financial year				
i) Addition	-	-	-	-
ii) Reduction	-	57,27,171	15,85,54,567	16,42,81,738
Net Change	-	57,27,171	15,85,54,567	16,42,81,738
Indebtedness at the end of the Financial year				
i) Principal Amount	-	74,05,873	0	74,05,873
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	74,05,873	-	74,05,873

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sr. No.	Particulars of Remuneration	Name of MD/WTD/Manager			Total Amount
		Mr. Ashok Sharma - WTD			
1	Gross Salary				
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	6,00,000			6,00,000
	(b) Value of perquisites u/s 17(2) Income Tax Act, 1961.	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income Tax Act, 1961.	-	-	-	-
2	Stock option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission – as % of profit – others, specify	-	-	-	-
5	Others, please specify	-	-	-	-
	Total (A)	6,00,000			6,00,000
	Ceiling as per the Act	-			

B. Remuneration to other directors;

Sr. No.	Particulars of Remuneration	Name of Directors			Total Amount
		Mr. Vinayak Patil	Mr. Nikhilesh Panchal	Mr. Anand Daga	
1	Independent Directors				
	* Fees for attending board committee meetings	80,000	80,000	80,000	2,40,000
	* Commission	-	-	-	-
	* Others, please specify	-	-	-	-
	Total (1)	80,000	80,000	80,000	2,40,000
2	Other Non-Executive Directors				
	* Fees for attending board committee meetings	-	-	-	-
	* Commission	-	-	-	-
	* Others, please specify	-	-	-	-
	Total (2)	-	-	-	-
	Total (B)=(1+2)	80,000	80,000	80,000	2,40,000
	Total Managerial Remuneration				
	Overall Ceiling as per the Act				

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD:

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		Total
		Chief Executive Officer	Company Secretary	
1	Gross Salary			
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	32.32	20.54	52.86
	(b) Value of perquisites u/s 17(2) Income Tax Act, 1961.	0.22	0.29	0.51
	(c) Profits in lieu of salary under section 17(3) Income Tax Act, 1961.	-	-	-
2	Stock Options granted during the year	(11,059)	(7,029)	(18,088)
3	Sweat Equity	-	-	-
4	Commission – as % of profit	-	-	-
	– others, specify			
5	Others, please specify	-	-	-
	Total (A) (Total of Remuneration does not include the number of Stock Options)	32.54	20.83	53.37

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief description	Details of penalty/Punishment/compounding fees imposed	Authority [RD/NCLT/COURT]	Appeal made, if any (give details)
A. COMPANY					
Penalty					
Punishment					
Compounding					
B. DIRECTORS					
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					

NIL

REPORT ON CORPORATE GOVERNANCE

The Company is committed to maintain the highest standards of corporate governance. The Directors adhere to the requirements set out by the Securities and Exchange Board of India's Corporate Governance Practices and have implemented all the stipulations prescribed.

A detailed report on corporate governance pursuant to the requirements of clause 49 of the listing agreement forms part of the Annual Report. A certificate from the statutory auditors of the Company, confirming compliance of conditions of Corporate Governance as stipulated under clause 49 of the Listing Agreement is annexed.

I. BOARD OF DIRECTORS

The composition of the Board of Directors is in conformity with the provisions of the Listing Agreement and the Companies Act, 2013. The Board consists of Executive Director & CEO and five Non-Executive Directors. The number of Non-executive Directors comprising three Independent Directors is more than one-half of the total number of Directors. All the Directors have made necessary disclosures under Corporate Governance norms and the applicable provisions of the Companies Act, 2013. The Board reviews and approves strategy and oversees the actions and results of management to ensure that the long term objectives of enhancing stakeholders' value are met.

Apart from reimbursement of expenses incurred in the discharge of their duties and the remuneration that a Director may receive for professional services rendered to the Company through a firm in which he is a partner, none of the Independent Directors have any material pecuniary relationships or transactions with the Company, its Promoters, its Directors, its Senior Management or its Affiliates which in their judgment would affect their independence. All the independent Directors have given confirmation in this regard. None of the Directors of the Company are inter-se related to each other.

Professional fees for the year under review to Khaitan & Co., Advocate & Solicitors, in which Mr. Nikhilesh Panchal, Non-Executive and Independent Director is a partner, amounts to Rs. 61,447 (including out of pocket expenses).

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

A. Composition of the Board

Currently, the Board comprises of six Directors. 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 applicable Clause 49 of the Listing Agreement), across all the Companies in which he is a Director.

Sr. No.	Directors	Category	Total Number of Directorships of public companies #, Committee Chairmanships and Memberships, as on 31 st March, 2015.		
			Directorships ^{\$}	Committee Chairmanships ⁺	Committee Memberships ⁺
	EXECUTIVE				
1	Mr. Ashok Sharma Executive Director & CEO	Related to Promoter	2	-	1
	NON-EXECUTIVE				
2	Mr. Vinayak Patil	Independent	1	2	-
3	Mr. S. Durgashankar	Related to Promoter	4	1	3
4	Mr. Nikhilesh Panchal	Independent	5	-	2
5	Mr. Anand Daga	Independent	1	-	1
6	Ms. Sangeeta Prasad	Related to Promoter	8	1	1

Excludes private limited companies/ foreign companies and companies u/s.25

\$ Includes Directorship in EPC Industrié Limited

+ Committees considered are Audit Committee and Stakeholders Relationship Committee including that of EPC Industrié Limited.

B. Board Procedure

A detailed Agenda folder, along with necessary supporting papers are sent to each Director in advance of the Board meetings and to the concerned Directors of the Committee Meetings. To enable the Board to discharge its responsibilities effectively, the Executive Director & CEO appraises the Board at every meeting of the overall performance of the Company.

The Board also inter alia reviews strategy and business plans, annual operating and capital expenditure budgets, compliance reports of all laws applicable to the Company as well as steps taken by the Company to rectify instances of non-compliances, review of major legal issues, adoption of quarterly/half yearly/annual results, risk management, significant labour issues, major accounting provisions and write-offs, minutes of meetings of the Audit and other Committees of the Board and information on recruitment of Officers just below the Board level, including the Company Secretary and Compliance Officer.

C. Independent Directors and Performance Evaluation

In accordance with the provisions of the Companies Act, 2013, the Company has appointed three Independent Directors in the Annual General Meeting held on 31st July, 2014 for a period of 5 years. The terms of their appointment is available on the website of the Company.

The Nomination and Remuneration Committee has laid down the evaluation criteria for Independent Directors and the same has been done by the entire Board of Directors. The performance criteria includes whether a directors possesses sufficient skills, experience and level of preparedness to add value to discussions and decisions, challenge views constructively, knowledge about Company's business, the industry in which company operates and global trends etc.

The Independent Directors had a meeting on 23rd January, 2015 without the attendance of non-independent directors and members of management to review performance of non-independent directors and the Board as a whole and performance of chairman of the Board of Directors.

The Company had organized programmes at regular intervals to familiarize the independent directors with the company, their roles, rights, responsibilities in the company, nature of the industry in which the company operates, business model of the company, etc. Quarterly updates on relevant statutory changes on important laws are regularly circulated to Directors. Plant visits are organized for the Directors to enable them to understand the operations of the Company.

D. Number of Board Meetings, Attendance of the Directors at Meetings of the Board and at the Annual General Meeting.

The Board meets atleast once in a quarter to consider among other business, quarterly performance of the Company and the financial results. During the financial year under review, five Board Meetings were held on the following dates – 29th April, 2014, 26th May, 2014, 31st July, 2014, 28th October, 2014 and 23rd January, 2015. The gap between two Meetings did not exceed four months. These meetings were well attended. The 32nd Annual General Meeting of the Company was held on 31st July, 2014.

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

Directors	Number of Board Meetings Attended	Attendance at the AGM
Mr. Ashok Sharma	5	Yes
Mr. Vinayak Patil	5	Yes
Mr. S. Durgashankar	5	Yes
Mr. Nikhilesh Panchal	5	Yes
Mr. Anand Daga	4	Yes
Ms. Sangeeta Prasad	2	NA

E. Directors seeking appointment/re-appointment

M/s. S. Durgashankar and Sangeeta Prasad are seeking appointment/reappointment.

Brief resume of these Directors are presented below:

1) Mr. S. Durgashankar

Mr. S. Durgashankar has a Bachelor's Degree in Commerce and is a Member of the Institute of Chartered Accountants of India, New Delhi. Mr. S. Durgashankar is currently President - Mergers and Acquisitions, Corporate Accounts and Corporate Secretarial of Mahindra & Mahindra Ltd., and has rich experience of over 31 years in the areas of Finance, Accounts, Treasury, and Commercial Operations, Project Evaluation and Risk Assessment in addition to tackling multiple complex matters like recasting the accounts for the past several years and handling legal cases.

Mr. S. Durgashankar is on the Board of following Companies:

- i) Mahindra Integrated Business Solutions Private Limited
- ii) Mahindra Namaste Private Limited
- iii) Mahindra Trucks and Buses Limited
- iv) Mahindra Heavy Engines Private Limited
- v) Mahindra HZPC Private Limited
- vi) Swaraj Automotives Limited
- vii) Swaraj Engines Limited

Mr. S Durgashankar is the chairman/member of the following committees of the Company and of other companies.

Sr. No.	Name of the Company	Name of the Committee	Position held (Chairman/Member)
1	EPC Industrié Limited	Audit Committee	Member
2	EPC Industrié Limited	Nomination and Remuneration Committee	Member

Sr. No.	Name of the Company	Name of the Committee	Position held (Chairman/Member)
3	EPC Industrié Limited	CSR Committee	Member
4	Mahindra Trucks and Buses Limited	Audit Committee	Chairman
5	Mahindra Trucks and Buses Limited	Nomination and Remuneration Committee	Chairman
6	Mahindra Heavy Engines Private Limited	Audit Committee	Chairman
7	Mahindra Heavy Engines Private Limited	Nomination and Remuneration Committee	Chairman
8	Swaraj Engines Limited	Audit Committee	Member
9	Swaraj Automotives Limited	Stakeholders Relationship Committee	Member

Mr. S. Durgashankar does not hold any shares in the Company.

2) Ms. Sangeeta Prasad

Ms. Sangeeta Prasad has a Bachelor's degree in Electrical Engineering and has done Masters in Business Administration from IIM Lucknow. She is a Chevening scholar from UK and completed General Management Programme at INSEAD, Fontainebleau.

Ms. Prasad is currently heading the Integrated Business City and Industrial Cluster as CEO at Mahindra Lifespace Developers Ltd aimed at sustainable city creation.

She has a rich and varied experience of over 20 years of different business functions.

Ms. Prasad has been awarded Leadership award in the International Women Leaders Forum in 2013. Further, she was also recognized amongst the top 30 Emerging Woman Leaders in a survey conducted by Business Today Magazine in the year 2010. Ms. Prasad was also one of the Speakers at the World Economic Forum, Davos, 2012 on "URBANISATION - Trends, Challenges and Opportunities".

Ms. Prasad is a Member, Board of Governors, IIM Lucknow. She was part of the CEO delegation at the 'Make in India' summit in the Hannover Messe exposition in Germany. She was a part of a panel discussion on Smart Cities in the Summit along with eminent Corporate and government representatives from India and Germany.

Ms. Sangeeta Prasad is on the Board of following Companies:

- i) Mahindra World City (Jaipur) Limited
- ii) Knowledge Township Limited
- iii) Mahindra World City (Maharashtra) Limited
- iv) Mahindra World City Developers Limited
- v) Industrial Township (Maharashtra) Limited
- vi) Maharashtra Industrial Park Chennai Limited
- vii) Mahindra Residential Developers Limited

Ms. Sangeeta Prasad is the chairman/member of the following committees of the Company and of other companies.

Sr. No.	Name of the Company	Name of the Committee	Position held (Chairman/Member)
1	Knowledge Township Limited	Audit Committee	Member
2	Knowledge Township Limited	Nomination and Remuneration Committee	Member
3	Industrial Township (Maharashtra) Limited	Audit Committee	Chairperson
4	Mahindra World City Developers Limited	Corporate Social Responsibility Committee	Member
5	Mahindra Residential Developers Limited	Corporate Social Responsibility Committee	Member
6	Mahindra Residential Developers Limited	Nomination and Remuneration Committee	Member
7	Mahindra World City (Jaipur) Limited	Contract Committee	Member
8	Mahindra World City (Jaipur) Limited	Loan and Investment Committee	Member
9	Mahindra World City (Jaipur) Limited	Corporate Social Responsibility Committee	Member

Ms. Sangeeta Prasad does not hold any shares in the Company.

F. Code of Conduct

Your Company had adopted Code of Ethics (“Code”) recommended by Bombay Chamber of Commerce and Industry for its Directors and Senior Management personnel and employees. The Code of Ethics has been posted on the Company’s website <http://www.epcmahindra.com>. This Code enunciates the underlying principles governing the conduct of the business and seeks to reiterate the fundamental precept that good governance must and would always be an integral part of the Company’s culture. The Code further provides the duties of Independent Directors as laid down in the Companies Act, 2013.

All Board Members and Senior Management Personnel have affirmed compliance with the Code. A declaration signed by Executive Director and CEO is enclosed at the end of this Report.

G. Uses & Application of Funds raised under Rights Issue

In the year 2012, the Company had allotted 1,03,58,199 equity shares at a price of Rs. 40 per share (including a premium of Rs. 30/- per share) resulting in total issue size of Rs. 41.43 crores under the Rights Issue.

The uses and application of funds raised under Rights Issue are given in Note No. 28.6 to the Financial Statement. The Uses and Application of funds under Rights Issue are monitored regularly by the Audit Committee.

II. REMUNERATION TO AND APPOINTMENT OF DIRECTORS/KEY MANAGERIAL PERSONNEL AND OTHER EMPLOYEES

A. Remuneration Policy

During the year under review, the Company has adopted a Policy on compensation of Directors, Key Managerial Personnel and other employees and a policy on appointment of Directors and senior management and succession planning orderly succession to the Board and senior management.

While deciding on the remuneration for Directors, Key Managerial Personnel and other employees the Board, Nomination and Remuneration Committee (“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. This information is used to review the Company’s remuneration policies.

B. Remuneration to Directors

Mr. Ashok Sharma was re-appointed as Whole Time Director of the Company On 1st October, 2014, for a period of three years and designated as Executive Director and CEO, on a consolidated remuneration of Rs. 12,00,000/- per annum as per the approval of Shareholders in the

Annual General Meeting held on 31st July, 2014. There are no fixed or variable components of the remuneration payable to Mr. Ashok Sharma. Mr. Ashok Sharma is also receiving a remuneration from Mahindra and Mahindra Limited.

The tenure of office of the Whole Time Director is for three years from 1st October, 2014 and can be terminated by either party by giving three months notice in writing as per the Company’s policy. There is no separate provision for payment of severance fees.

The Non-executive independent Directors are paid sitting fees of Rs. 20,000 for attending the meetings of the Board of Directors. The sitting fees paid to Non-Executive Directors for the year ended 31st March, 2015 alongwith their shareholdings are as under:

Directors	Sitting Fees for the Board Meetings held during the year ended 31 st March, 2015 (Rs. in Lacs)	No. of Ordinary (Equity) Shares held as on 31 st March, 2015
Mr. Ashok Sharma	Nil	Nil
Mr. Vinayak Patil	0.80	Nil
Mr. S. Durgashankar	Nil	Nil
Mr. Nikhilesh Panchal	0.80	Nil
Mr. Anand Daga	0.80	Nil
Ms. Sangeeta Prasad	Nil	Nil

Details of Options granted to the Directors including the vesting and exercise period, exercise price are given in Annexure I to the Directors’ Report.

III. RISK MANAGEMENT

The assessment of various risks pertaining to the various aspects of business and the steps taken to mitigate risks is discussed in the meetings of the Board of Directors. The Company has adopted Risk Management Policy during the year and the same would be monitored by the Risk Management Committee. The details of the Risk Management Committee and its broad terms of reference are given in this report.

IV. COMMITTEES OF THE BOARD

A. Audit Committee

The Board of Directors of the Company has an Audit Committee which comprises Mr. Vinayak Patil as the Chairman of the Committee and Mr. S Durgashankar and Mr. Anand Daga as other members of the Committee.

All the members of the Audit Committee possess strong accounting and financial management knowledge.

The Company Secretary is the Secretary of the Audit Committee.

During the year under review, pursuant to terms of the relevant provisions of Companies Act, 2013, the Company has adopted the following additional terms of reference as follows:

The terms of reference of this Committee are very wide. The broad terms of reference of the Audit Committee include:

- a) Review of the Company's financial reporting process and its financial statements.
- b) Review of accounting and financial policies and practices.
- c) Review of the internal control and internal audit system.
- d) Discussing with statutory Auditors to ascertain any area of concern.
- e) the recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- f) review and monitor the auditor's independence and performance, and effectiveness of audit process;
- g) examination of the financial statement and the auditors' report thereon;
- h) approval or any subsequent modification of transactions of the company with related parties;
- i) scrutiny of inter-corporate loans and investments;
- j) valuation of undertakings or assets of the company, wherever necessary;
- k) evaluation of internal financial controls and risk management systems;
- l) Monitoring the end use of funds raised through public offers and related matters
- m) If required, call for the comments of the auditors about internal control systems, the scope of audit, including the observations of the auditors
- n) Review of the financial statements before their submission to the Board
- o) If required, discuss with the internal and statutory auditors and the management of the company any issues related to internal control system, scope of audit and financial statements.
- p) Investigate into any matter in relation to the items specified above or matters which are referred to it by the Board and for this purpose, to obtain professional advice from external sources and have full access to information contained in the records of the Company.
- q) Establish vigil mechanism as may be prescribed to enable directors and employees to report genuine concerns and also shall provide for adequate safeguards against victimization of persons who use such mechanism.

- r) Review the uses/application of funds raised by the Company either by public/rights issue of shares or any other securities.

Generally all items listed in Clause 49 II (D & E) of the Listing Agreement are covered in the terms of reference and Role of the Audit Committee. The Audit Committee has been granted powers as prescribed under Clause 49 II (C) of the Listing Agreement.

The meetings of the Audit Committee are also attended by the Executive Director & CEO, Statutory Auditors, Chief Financial Officer, Internal Auditor and the Company Secretary. The Chairman of the Audit Committee, Mr. Vinayak Patil was present at the 32nd Annual General Meeting of the Company held on 31st July, 2014.

The Committee met four times during the year under review. The Committee Meetings were held on the following dates – 29th April, 2014, 31st July, 2014, 28th October, 2014 and 23rd January, 2015. The gap between two meetings did not exceed four months. The attendance at the Meetings is as under:

Members	Number of Meetings attended
Mr. Vinayak Patil	4
Mr. S. Durgashankar	4
Mr. Anand Daga	4

B. Nomination and Remuneration Committee

The Company has Nomination and Remuneration Committee pursuant to Section 178 of the Companies Act, 2013. The Committee comprises three Non-Executive Directors namely Mr. Anand Daga – Chairman, Mr. S. Durgashankar and Mr. Vinayak Patil majority of whom are Independent Directors. The Committee met on 29th April, 2014, 26th May, 2014, 28th October, 2014 and 21st November, 2014 and the meeting was generally attended by all the members of the Committee.

The Terms of Reference of the Nomination and Remuneration Committee is to:

- a) Identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria to be laid down, recommend to the Board their appointment and removal; and shall carry out evaluation of every Director's performance.
- b) Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.
- c) Review performance of the Executive Director and recommend to the Board the remuneration payable to him and administering the Employees Stock Options Scheme.

The Committee also administers the Company's ESOP Scheme and take appropriate decisions in terms of the said scheme.

During the year the Company has adopted the policy on directors and Key Managerial Personnel and other employees, appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under sub-section (3) of section 178 of the Companies Act, 2013. The Nomination and Remuneration Committee has further determined the criteria for evaluation of Independent Directors performance and the performance of Chairman, Board and committees.

C. Stakeholders Relationship Committee:

The Company has Stakeholders Grievances Committee under the provisions of The Companies Act, 2013. The Committee functions under the Chairmanship of Mr. Vinayak Patil. Mr. Ashok Sharma and Mr. Nikhilesh Panchal are the other Members of the Committee. Mr. Ratnakar Nawghare, Company Secretary is the Compliance Officer of the Company. The Stakeholders Relationship Committee resolves the grievances of security holders of the Company. This Committee met four times during the year under review. The Committee Meetings were held on the following dates – 29th April, 2014, 31st July, 2014, 28th October, 2014 and 23rd January, 2015.

The attendance at the Meetings is as under:

Members	Number of Meetings attended
Mr. Vinayak Patil	4
Mr. Ashok Sharma	4
Mr. Nikhilesh Panchal	4

As per Section 178(7) of the Companies Act, 2013, the Chairperson of the Committee or, in his absence, any other member of the Committee authorised by him in this behalf shall attend the General Meetings of the Company.

During the year under review, there was one complaint received from the Shareholder. There were no investor complaints remaining unresolved and pending as at 31st March, 2015.

D. Corporate Social Responsibility (CSR) Committee:

During the year under review and pursuant to the provisions of Section 135 of the Companies Act, 2013, the Corporate Social Responsibility Committee (CSR) of the Board was constituted and functions under the Chairmanship of Mr. Ashok Sharma. Mr. S. Durgashankar and Mr. Vinayak Patil are the other Members of the Committee. The Committee met on 29th April, 2014 and 23rd January, 2015 and it was attended by all members of the Committee.

The broad terms of reference of CSR Committee are as under:

- To approve the CSR policy recommended by the CSR committee and disclose the contents of such policy in its report and place it on company's website;
- To ensure the CSR activities are undertaken by the company;
- To ensure 2 percent spending on CSR activities;
- To report CSR activities in Board's report and disclose non-compliance (if any) with the CSR provisions.

E. Risk Management Committee

During the year under review, the Risk Management Committee of the Board was constituted under the Chairmanship of Mr. Nikhilesh Panchal. Mr. Ashok Sharma and Mr. Anand Daga are the other members of the Committee.

The broad roles and responsibilities of the Committee would be:

- a) Assessment of the Company's risk profile and key areas of risk in particular.
- b) Recommending to the Board and adopting risk assessment and rating procedures.
- c) Examining and determining the sufficiency of the Company's internal processes for reporting on and managing key risk areas.
- d) Assessing and recommending to the Board acceptable levels of risk.
- e) Review and monitoring of Risk management and risk mitigations measures.

V. DISCLOSURES

A. Disclosure on materially significant Related Party transactions

During the financial year 2014-15 there were no materially significant transactions entered into between the Company and its Promoters, Directors or the Management etc. that may have potential conflict with the interest of the Company at large. Further details of related party transactions are given in Note No. 31 to the Financial Statements.

All the transactions with related parties were in the ordinary course of business and on arms length basis. In terms of Clause 49 (VII) of the Listing Agreement the Company started obtaining prior approval of the audit committee for entering into any transaction with related parties. The audit committee granted omnibus approval for certain transactions to be entered with the related parties, during the year. The policy on Related Transaction is incorporated on the Company website: <http://www.epcmahindra.com/InvestorInformation.aspx>

B. Disclosure on Whistle Blower Policy

In terms of the provisions of Section 177(9) of the Companies Act, 2013 the Company has already in the year 2011 implemented a vigil mechanism which includes implementation of the Whistle Blower policy. No employee has been denied access to the Chairman of Audit Committee. The Company in conjunction with the Corporate Disclosure and Investigation policy of its ultimate holding Company has informed its employees that any non-compliant behavior of directors or employees including the non-compliance of its code of conduct to the notice of the management for investigation and necessary action, may be reported by them using the speak-up line number provided therein. The policy is posted on the Company website: <http://www.epcmahindra.com/InvestorInformation.aspx>

C. Disclosure on Familiarisation programmes on Independent Directors

During the year under review the Company has taken steps to familiarize its directors including Independent Directors by periodic presentations about the Company operations, business model, business strategy and risks involved, industry in which the Company operates and their roles and responsibilities. The details of such programme is posted on the Company website: <http://www.epcmahindra.com/corporategovernance.aspx>

D. Disclosure on Director's performance evaluation criteria

The Company has introduced the board and directors' performance evaluation criteria. All board members will be requested annually to provide their assessment of the performance of the Board and its Committees by way of response to a questionnaire. Additionally, all Board members will be asked to do a self-evaluation of their performance annually. The performance of executive directors will be evaluated by the Nomination and Remuneration Committee and the performance of independent directors will be evaluated by the Board. The director being evaluated will not participate in the meeting at the time of their respective evaluation.

E. Disclosure of Accounting Treatment in preparation of Financial Statements

Your Company has followed the Accounting Standards laid down by the Companies (Accounting Standards) Rules, 2006 and the Accounting Standards prescribed under the Companies Act, 2013 in preparation of its financial statements.

F. Code of Conduct for Prevention of Insider Trading

Pursuant to the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992, as amended, the Company has formulated, adopted and implemented the Code of Conduct for prevention of Insider Trading.

The code lays down Guidelines, which advise designated employees on procedures to be followed and disclosures to be made, while dealing with shares of the Company and cautioning them of the consequences of violations.

Under the said Code, the Company has appointed Mr. Ratnakar Nawghare as the Compliance Officer. All Board members and Senior Management personnel have affirmed compliance with the Code. The Code of Conduct of the Company is also posted on the investor relation page of the Company's website www.epcmahindra.com

VI. SHAREHOLDER INFORMATION

1. 33rd Annual General Meeting

Date : 31st July, 2015

Time : 2.30 p.m.

Venue: Plot No. H-109, MIDC Ambad, Nashik- 422 010

2. Dates of Book Closure

Dates of Book Closure for Annual General Meeting will be 25th July, 2015 to 31st July, 2015 (both days inclusive)

3. Date of Dividend Payment

No dividend has been recommended for the Financial Year ended 31st March, 2015.

4. Financial Year of the Company

The financial year covers the period from 1st April to 31st March.

Financial Reporting for:

Quarter ending

30th June, 2015 – Second week of August, 2015

Half-year ending

30th September, 2015 - Second week of November, 2015

Quarter ending

31st December, 2015 - Second week of February, 2016

Year ending

31st March, 2016 - End May, 2016

Note: The above dates are indicative.

5. Registered Office

Plot No. H-109, MIDC Ambad, Nashik- 422 010

6. Listing of Equity Shares on Stock Exchange

Your Company's Shares are listed on Bombay Stock Exchange Limited (BSE). The requisite listing fees have been paid in full to the Stock Exchange.

7. A. Stock Code

1. Bombay Stock Exchange Limited (BSE): 523754

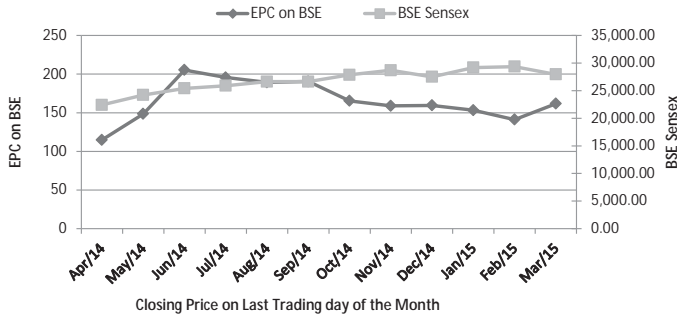
2. Demat International Securities Identification Number (ISIN) in NSDL and CDSL for Equity Shares: INE 215D01010

B. Corporate Identity Number:

L25200MH1981PLC025731

8. Stock Performance

The performance of the Company's shares relative to the BSE Sensitive Index is given in the chart below:



9. Stock Price Data of Equity Shares listed on Bombay Stock Exchange Limited:

Month	High Rs.	Low Rs.
April, 2014	132.30	101.00
May, 2014	165.90	108.00
June, 2014	224.90	148.15
July, 2014	226.80	177.10
August, 2014	203.05	168.55
September, 2014	237.00	180.00
October, 2014	193.45	162.10
November, 2014	181.30	142.00
December, 2014	168.00	140.00
January, 2015	182.00	149.00
February, 2015	156.80	132.00
March, 2015	178.00	132.50

10. Registrar and Transfer Agent

Sharepro Services (India) Private Limited
Unit: EPC Industrié Limited
13AB, Samhita Warehousing Complex,
2nd Floor, Sakinaka Telephone Exchange Lane,
Off Andheri Kurla Road, Sakinaka,
Andheri (East), Mumbai-400 072.
Tel. No. : +91-22-67720421/403
Fax: +91-22-28591568
Email : sharepro@shareproservices.com

The Registrar and Transfer Agents also have an office at:

Sharepro Services (India) Private Limited
912, Raheja Centre, Free Press Journal Road,
Nariman Point, Mumbai-400 021.
Tel. No.: +91-22-22881568/69
Fax : +91-22-22825484.

11. Share Transfer System

Trading in Equity Shares of the Company through Bombay Stock Exchange is permitted only in dematerialized form.

Shares sent for transfer in physical form are registered and returned within a period of thirty days from the date of receipt of the documents, provided the documents are valid and complete in all respects.

The Board of Directors in FY 2011-12 had authorised Mr. Ashok Sharma, Executive Director and CEO to approve the share transfers, issue of duplicate shares etc. and the same gets confirmed by the Board in their subsequent meeting.

As of date, there are no pending share transfers pertaining to the year under review.

12. Distribution of Shareholding as on 31st March, 2015:

Shareholding	Shareholders		Shares	
	Number	% to total holders	Number	% to total capital
Upto 500	9,288	87.66	14,03,000	5.08
501 – 1,000	594	5.61	4,94,823	1.79
1,001 – 5,000	531	5.01	12,09,528	4.38
5,001 – 10,000	70	0.66	5,46,009	1.97
10,001 – 1,00,000	94	0.89	27,90,229	10.09
1,00,001 & above	18	0.17	2,12,00,775	76.69
TOTAL	10,595	100.00	2,76,44,364	100.00

Shareholding Pattern as on 31st March, 2015

Category	No. of shares held	%
Promoters	1,51,44,433	54.78
Banks	200	0.00
Private Corporate Bodies	52,14,193	18.86
Indian Public	61,89,273	22.39
NRIs/OCBs/Others	10,96,265	3.97
GRAND TOTAL	2,76,44,364	100.00

13. Dematerialisation of Shares

97.30% of the paid-up Equity Share Capital is held in dematerialised form with National Securities Depository Limited and Central Depository Services (India) Limited as on 31st March, 2015. The Company's Shares are liquid and actively traded on the Bombay Stock Exchange Limited.

14. Outstanding GDRs/ADRs/Warrants or any Convertible Instruments, Conversion date and likely impact on equity Nil

15. Plant Locations

Your Company's manufacturing facility is located at Plot No. H - 109, MIDC Ambad, Nashik - 422 010.

16. Address for correspondence

Shareholders may correspond with the Registrar and Transfer Agents at:

Sharepro Services (India) Private Limited
Unit: EPC Industrié Limited
13AB, Samhita Warehousing Complex,
2nd Floor, Sakinaka Telephone Exchange Lane,
Off. Andheri Kurla Road, Sakinaka,
Andheri (East), Mumbai - 400 072.
Telephone Nos.: +91-22-67720421/403
Fax: +91-22-28591568
Email: sharepro@shareproservices.com

for all matters relating to transfer/dematerialisation of shares and any other query relating to Equity Shares of your Company.

Your Company has also designated rvnawghare@epcind.com as an exclusive email ID for Investors for the purpose of registering complaints. Shareholders would have to correspond with the respective Depository Participants for Shares held in dematerialized form. For all investor related matters, the Company Secretary & Compliance Officer can be contacted at:

EPC Industrié Limited
Plot No. H-109, MIDC Ambad, Nashik - 422 010.
Telephone Nos.: +91-253-2381081/82
Fax: +91-253-2382975
email: rvnawghare@epcind.com

Your Company can also be visited at its website: www.epcmahindra.com

VII. OTHER DISCLOSURES

1. Details of General Meetings and Special Resolutions passed.

Year ended	Date	Time	Special Resolution passed
31 st March, 2012	Wednesday 1 st August	2.30 p.m.	For Amendments in the Articles of Association of the Company.
31 st March, 2013	Wednesday 31 st July, 2013	2.30 p.m.	For Variation in the terms referred to in letter of offer dated May 3, 2012 in respect of utilization of proceeds of rights issue.
31 st March, 2014	Thursday 31 st July, 2014	2.30 p.m.	1. Grant of Stock Options under EPC Industrié Limited Employee Stock Option Scheme - 2014. 2. Re-appointment of Mr. Ashok Sharma as the Whole time Director.

All the above Meetings were held at Plot No. H-109, MIDC Ambad, Nashik- 422 010.

One Extra-ordinary General Meeting was held during the last three years, the details are as under:

Date	Time	Special Resolution passed
Wednesday 3 rd April, 2013	11:30 a.m.	For Amendment in the Articles of Association Under Section 31 of the Companies Act, 1956.

The above meeting was held at the Registered Office of the Company at Plot No.H-109, MIDC Ambad, Nashik - 422 010.

2. Postal Ballot

During the year under review, the Company has not passed any special resolution through postal ballot. Further, the Company does not have any proposal for passing any special resolution through postal ballot, at the ensuing Annual General Meeting.

3. Details of non-compliance etc.

Your 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 Exchange or SEBI or any statutory authority, on any matter related to the capital markets.

The Company and the erstwhile Promoter's group company had filed the revised consent application on 8th January, 2014, in terms of SEBI Circular dated May 25, 2012 (Ref CIR/efd/1/2012) ("May Circular 2012") seeking settlement for non-disclosure in respect of the transaction dated 31st March, 2003 and for delay in yearly disclosure as of 31st March, 2005, under Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997.

SEBI vide its letter dated 27th November, 2013 issued a notice of Inquiry against aforesaid delays. The Company in response to it, filed the consent application on 8th January, 2014 and reply on 10th January, 2014. The SEBI has returned the Consent application, however, the Company has requested SEBI to provide an opportunity for personal hearing to settle the matter. The Inquiry proceedings are kept in abeyance till the outcome of consent application.

4. Means of Communication

The quarterly, half-yearly and yearly results are published in Business Standard, Free Press Journal & Navshakti which are national and local dailies respectively. These are not sent individually to the Shareholders. The Company's results and official news releases are displayed on the Company's website <http://www.epcmahindra.com>.

No presentations were made to institutional investors/analysts.

5. Management Discussion and Analysis Report

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

6. Compliance with Mandatory requirements

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

7. Compliance with Non-Mandatory requirements:

a. *Nomination and Remuneration Committee*

Your Company has set up the Nomination and Remuneration Committee pursuant to Clause 49 of Listing Agreement.

b. *Audit Qualification*

During the year under review, there is no audit qualification in your Company's financial statements. Your Company continues to adopt best practices to ensure unqualified financial statements.

Your Company has not adopted the other non-mandatory requirements as specified in Annexure I D of Clause 49.

8. CEO/CFO Certification

The Executive Director & CEO and the Chief Financial Officer of the Company give annual certification on financial reporting and internal controls to the Board in terms of Clause 49 of the Listing Agreement. The Executive Director & CEO and the Chief Financial Officer also give quarterly certification on financial results while placing the financial results before the Board in terms of Clause 41 of the Listing Agreement. The annual certificate given by the Chairman and Managing Director and the Chief Financial Officer is published in this Report.

Your Company has not adopted the other non-mandatory requirements as specified in Annexure I D of Clause 49.

Nashik
27th April, 2015

DECLARATION BY THE EXECUTIVE DIRECTOR AND CEO UNDER CLAUSE 49 OF THE LISTING AGREEMENT

To
The Members of EPC Industrié Limited,

I, Ashok Sharma, Executive Director & CEO of EPC Industrié Limited declare that all the Members of the Board of Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct for the year ended 31st March, 2015.

Nasik,
April 27, 2015

Ashok Sharma
Executive Director & CEO

CERTIFICATE

**TO
THE MEMBERS OF
EPC INDUSTRIÉ LIMITED,**

We have examined the compliance of the conditions of Corporate Governance by EPC Industrié Limited (“the Company”) for the year ended March 31, 2015, as stipulated in Clause 49 of the Listing Agreement of the said Company with the stock exchange in India.

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 Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made

by the directors and the management, 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 Deloitte Haskins & Sells
Chartered Accountants
Firm Registration No.117364W

Ketan Vora
Partner
Membership Number: 100459

Nashik, April 27, 2015

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF EPC INDUSTRIÉ LIMITED

Report on the Financial Statements

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

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

3. Our responsibility is to express an opinion on these financial statements based on our audit.
4. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.
5. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.
6. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the

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

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

Opinion

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

Report on Other Legal and Regulatory Requirements

8. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
9. As required by Section 143(3) of the Act, we report that:
 - (a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - (b) in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - (c) the Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - (d) in our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - (e) on the basis of the written representations received from the directors as on March 31, 2015 taken

on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015 from being appointed as a director in terms of Section 164(2) of the Act.

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

- i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 28.1 to the financial statements;
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For Deloitte Haskins & Sells
Chartered Accountants
(Firm's Registration No. 117364W)

Ketan Vora
Partner

Membership Number: 100459

Nashik, April 27, 2015

ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 8 under "Report on Other Legal and Regulatory Requirements" section of our report of even date to the members of EPC Industrié Limited on the financial statements for the year ended March 31, 2015)

1. In respect of its fixed assets:
 - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of the fixed assets.
 - (b) The Company has a programme of verification of fixed assets to cover all the items in a phased manner over a period of three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain fixed assets were physically verified by the Management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
2. In respect of its inventories:
 - (a) As explained to us, the inventories were physically verified during the year by the Management at reasonable intervals.
 - (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the Management were reasonable and adequate in relation to the size of the Company and the nature of its business.
 - (c) In our opinion and according to the information and explanations given to us, the Company has maintained proper records of its inventories and material discrepancies noticed on physical verification have been properly dealt with in the books of account.
3. The Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the Register maintained under Section 189 of the Act and accordingly the sub-clauses (a), and (b) of clause (iii) of the Order are not applicable to the Company.
4. In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of inventory and fixed assets and for the sale of services. However, such internal control system in respect of sale of goods, needs to be strengthened. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in such internal control system.
5. In our opinion and according to the information and explanations given to us, the Company has complied with

the provisions of sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposits) Rules, 2014, as amended, with regard to the deposits accepted. According to the information and explanations given to us, no order has been passed by the Company Law Board or the National Company Law Tribunal or the Reserve Bank of India or any Court or any other Tribunal.

6. We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014 as amended and prescribed by the Central Government under Section 148(1) of the Act and are of the opinion that, prima facie, the prescribed cost records have been made and maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
7. According to the information and explanations given to us, in respect of statutory dues:
 - (a) The Company has generally been regular in depositing undisputed statutory dues, including provident fund, employees' state insurance, income-tax, sales-tax, wealth tax, service tax, value added tax, duty of customs, duty of excise, cess and any other material statutory dues applicable to it with the appropriate authorities.
 - (b) There were no undisputed amounts payable in respect of provident fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, value added tax, duty of customs, duty of excise, cess and other material statutory dues in arrears, as at March 31, 2015 for a period of more than six months from the date they became payable.
 - (c) Details of dues of income tax, sales tax, wealth tax, service tax, duty of customs, duty of excise, value added tax and cess which have not been deposited as on March 31, 2015 on account of disputes are given below:

Statute	Nature of Dues	Forum where Dispute is pending	Period to which the amount relates	Amount involved (Rupees)
Income Tax Act, 1961	Income Tax	Commissioner of Income Tax (Appeals) Commissioner of Income Tax (Appeals)	FY 1992-93	23,66,859
			FY 2009-10	1,99,880
Central Excise Act, 1944	Excise Duty	Commissioner of Central Excise (Appeals) Commissioner of Central Excise Superintendent of Central Excise	FY 1996-97	35,76,000
			FY 1997-98	8,12,000
			FY 1998-99	35,56,000

Statute	Nature of Dues	Forum where Dispute is pending	Period to which the amount relates	Amount involved (Rupees)
Maharashtra Value Added Tax, 2002	Value added tax	Dy. Commissioner of Sales Tax (Appeals)	FY 2008-09	2,28,870
		The Joint Commissioner of Sales Tax (Appeals)	FY 2009-10	5,14,682

- (d) There are no amounts that are due to be transferred to Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and the Rules made thereunder.
8. The accumulated losses of the Company as at the end of the financial year are less than fifty percent of its net worth and the Company has not incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year.
 9. In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to banks. The Company has not borrowed from financial institutions and has not issued any debentures.

10. According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.
11. In our opinion and according to the information and explanations given to us, the term loans have been applied by the Company during the year for the purposes for which they were obtained, other than temporary deployment pending application.
12. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

For Deloitte Haskins & Sells
Chartered Accountants
(Firm's Registration No. 117364W)

Ketan Vora
Partner
Membership Number: 100459

Nashik, April 27, 2015

CEO AND CFO CERTIFICATION

We, Ashok Sharma – Executive Director and CEO and Mayur Bumb, Chief Financial Officer, responsible for the finance function certify that:

- A) We have reviewed the financial statements and the cash flow statement for the year ended 31st March, 2015 and that to the best of our knowledge and belief, We confirm that:
- 1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - 2) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B) To the best of our knowledge and belief, no transactions entered into by the Company during the year ended 31st March, 2015 are fraudulent, illegal or violative of the Company's code of conduct/ethics.
- C) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit

Committee, deficiencies in the design or operation of internal controls, over financial reporting, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

- D) We have indicated to the Auditors and the Audit Committee that:
- 1) there has not been any significant change in internal control over financial reporting during the year under reference;
 - 2) there has not been any significant change in the accounting policies during the year requiring the disclosure in the notes to the financial statements; and
 - 3) We are not aware of any instance during the year of significant fraud with involvement therein of the Management or any employee having a significant role in the Company's internal control system over financial reporting.

Nasik
April 27, 2015

Chief Financial Officer

Executive
Director & CEO

BALANCE SHEET AS AT MARCH 31, 2015

Particulars	Note No.	As at March 31, 2015 Rupees	As at March 31, 2014 Rupees
A. EQUITY AND LIABILITIES			
1. Shareholders' funds			
(a) Share capital	2	276,463,140	276,401,890
(b) Reserves and surplus	3	867,753,710	853,988,131
		<u>1,144,216,850</u>	<u>1,130,390,021</u>
2. Non-current liabilities			
(a) Long-term borrowings	4	4,261,666	7,405,873
(b) Long-term provisions	5	16,279,095	12,330,214
		<u>20,540,761</u>	<u>19,736,087</u>
3. Current liabilities			
(a) Short-term borrowings	6	-	541,000
(b) Trade payables	7	240,648,173	200,884,365
(c) Other current liabilities	8	107,909,091	266,427,343
(d) Short-term provisions	9	10,477,842	8,151,538
		<u>359,035,106</u>	<u>476,004,246</u>
	TOTAL	<u>1,523,792,717</u>	<u>1,626,130,354</u>
B. ASSETS			
1. Non-current assets			
(a) Fixed assets			
(i) Tangible assets	10A	297,649,894	317,744,486
(ii) Intangible assets	10B	2,334,065	3,473,863
(iii) Capital work-in-progress		1,804,761	366,404
		<u>301,788,720</u>	<u>321,584,753</u>
(b) Non-current investments	11	-	55,000
(c) Deferred tax assets (net)	12	-	-
(d) Long-term loans and advances	13	61,188,563	60,065,506
(e) Other non-current assets	14	6,180,400	2,210,554
		<u>369,157,683</u>	<u>383,915,813</u>
2. Current assets			
(a) Current investments	15	55,000	-
(b) Inventories	16	282,809,501	359,458,517
(c) Trade receivables	17	570,086,629	584,032,690
(d) Cash and bank balances	18	269,950,366	242,444,469
(e) Short-term loans and advances	19	15,022,994	30,125,933
(f) Other current assets	20	16,710,544	26,152,932
		<u>1,154,635,034</u>	<u>1,242,214,541</u>
	TOTAL	<u>1,523,792,717</u>	<u>1,626,130,354</u>
See accompanying notes to the financial statements	1-36		

In terms of our report attached

For Deloitte Haskins & Sells
Chartered AccountantsKetan Vora
PartnerPlace : Nashik
Date : April 27, 2015

For and on behalf of the Board of Directors

Ashok Sharma	}	Executive Director & CEO
Anand Daga		Directors
Nikhilesh Panchal		
Vinayak Patil		
Sangeeta Prasad		

Mayur Bumb
R. V. Nawghare
Chief Financial Officer
Company SecretaryPlace : Nashik
Date : April 27, 2015

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2015

Particulars	Note No.	For the year ended March 31, 2015 Rupees	For the year ended March 31, 2014 Rupees
1. Revenue from operations (Gross)	21	1,692,596,960	1,747,808,535
Less: Excise Duty		307,118	556,189
Revenue from operations (Net)		1,692,289,842	1,747,252,346
2. Other income	22	25,625,872	25,659,873
3. Total revenue (1 + 2)		1,717,915,714	1,772,912,219
4. Expenses			
(a) Cost of materials consumed	23	973,812,067	1,185,277,117
(b) Purchases of Stock in Trade		55,199,916	16,926,581
(c) Changes in inventories of finished goods, work-in-progress and stock in trade	24	45,666,940	(59,638,197)
(d) Employee benefits expense	25	197,343,386	181,334,765
(e) Finance costs	26	11,956,250	23,534,387
(f) Depreciation and amortisation expense	10C	27,375,842	27,941,444
(g) Other expenses	27	379,812,926	320,437,374
Total expenses		1,691,167,327	1,695,813,471
5. Profit before tax (3 – 4)		26,748,387	77,098,748
6. Tax expense:			
(a) Current tax expense		8,800,000	6,810,000
(b) (Less): MAT credit		–	(6,810,000)
(c) Net current tax expense		8,800,000	–
(d) Deferred tax		–	–
		8,800,000	–
7. Profit for the year (5 – 6)		17,948,387	77,098,748
8. Earnings per share (Face Value of Rs. 10/- each):	34		
(a) Basic		0.65	2.79
(b) Diluted		0.65	2.79
See accompanying notes to the financial statements	1-36		

In terms of our report attached

For Deloitte Haskins & Sells
Chartered Accountants

Ketan Vora
Partner

Place : Nashik
Date : April 27, 2015

For and on behalf of the Board of Directors

Ashok Sharma
Anand Daga
Nikhilesh Panchal
Vinayak Patil
Sangeeta Prasad

Executive Director & CEO
Directors

Mayur Bumb
R. V. Nawghare

Chief Financial Officer
Company Secretary

Place : Nashik
Date : April 27, 2015

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2015

Particulars	For the year ended March 31, 2015		For the year ended March 31, 2014	
	Rupees	Rupees	Rupees	Rupees
A. Cash flow from operating activities				
Net Profit before tax		26,748,387		77,098,748
<i>Adjustments for:</i>				
Depreciation and amortisation	27,375,842		27,941,444	
Net (Profit)/Loss on sale/write off of assets	611,297		967,430	
Expense on employee stock option scheme	2,590,305		98,783	
Finance costs	11,956,250		23,534,387	
Interest income	(22,882,195)		(23,951,362)	
Dividend income	-		(358,461)	
Profit on sale of current investments	(705,545)		(313,233)	
Liabilities/provisions no longer required written back	(358,991)		(368)	
Provision for doubtful trade and other receivables, loans and advances (net)	62,505,534		(676,976)	
Bad trade and other receivables, loans and advances written off	7,120,051		9,044,319	
		88,212,548		36,285,963
Operating profit before working capital changes		114,960,935		113,384,711
<i>Changes in working capital:</i>				
<i>Adjustments for (increase)/decrease in operating assets:</i>				
Inventories	76,649,016		(120,041,508)	
Trade receivables	(59,649,370)		(170,026,785)	
Short-term loans and advances	15,102,939		(6,580,047)	
Long-term loans and advances	1,831,897		(1,492,553)	
Other current assets	10,066,439		(24,638,000)	
<i>Adjustments for increase/(decrease) in operating liabilities:</i>				
Trade payables	40,122,799		36,094,058	
Other current liabilities	(1,009,905)		31,736,846	
Short-term provisions	2,326,304		2,529,454	
Long-term provisions	3,948,881		6,510,513	
		89,389,000		(245,908,022)
Cash generated from/(used in) operations		204,349,935		(132,523,311)
Net income tax paid		(11,132,877)		(9,929,527)
Net cash flow generated from/(used in) operating activities (A)		193,217,058		(142,452,838)
B. Cash flow from investing activities				
Capital expenditure on fixed assets, including capital advances	(14,594,668)		(32,017,778)	
Proceeds from sale of fixed assets	28,659		714,921	
Purchase of Current Investments	(210,000,000)		(302,500,000)	
Sale of Current Investments	210,705,545		303,181,908	
Bank balances not considered as Cash and cash equivalents - Matured/(Placed) - Net	7,907,852		150,924,002	
Interest received	22,258,143		26,823,645	
Dividend received	-		1,135	
Net cash flow from investing activities (B)		16,305,531		147,127,833

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2015 (CONTD.)

Particulars	For the year ended March 31, 2015		For the year ended March 31, 2014	
	Rupees	Rupees	Rupees	Rupees
C. Cash flow from financing activities				
Proceeds from issue of equity shares	214,375		258,125	
Proceeds from short term borrowing	-		206,000	
Repayment of short-term borrowing	(186,000)		(3,182,000)	
Proceeds from long term borrowing	-		36,709,000	
Repayment of long-term borrowings	(155,443,171)		(7,574,183)	
Finance costs paid	(18,694,044)		(18,948,002)	
Net cash flow (used in)/generated from financing activities (C)		(174,108,840)		7,468,940
Net increase in Cash and cash equivalents (A+B+C)		35,413,749		12,143,935
Cash and cash equivalents at the beginning of the year		101,380,270		89,236,335
Cash and cash equivalents at the end of the year		136,794,019		101,380,270
Reconciliation of Cash and cash equivalents with the Balance Sheet:				
Cash and cash equivalents as per Balance Sheet [Refer Note no. 18]		269,950,366		242,444,469
Less: Bank balances not considered as Cash and cash equivalents as				
Balances with banks held as margin money/security against		84,884,976		89,576,708
Earmarked balances with banks		48,271,371		51,487,491
Net Cash and cash equivalents [as defined in AS 3 Cash Flow Statements]		136,794,019		101,380,270
Cash and cash equivalents at the end of the year comprises				
(a) Cash on hand		301,764		293,799
(b) Balances with banks				
(i) In current accounts		55,514,970		39,696,997
(ii) In deposit accounts		80,977,285		61,389,474
		136,794,019		101,380,270

In terms of our report attached

For Deloitte Haskins & Sells
Chartered Accountants

Ketan Vora
Partner

Place : Nashik
Date : April 27, 2015

For and on behalf of the Board of Directors

Ashok Sharma
Anand Daga
Nikhilesh Panchal
Vinayak Patil
Sangeeta Prasad

Executive Director & CEO
Directors

Mayur Bumb
R. V. Nawghare

Chief Financial Officer
Company Secretary

Place : Nashik
Date : April 27, 2015

Notes to the Financial Statements

NOTE NO. 1 - SIGNIFICANT ACCOUNTING POLICIES

A. Corporate Information:

EPC Industrié Limited is a Public Limited Company. It was incorporated on 28th November, 1981 under the Companies Act, 1956. It is engaged in the business of Micro Irrigation Systems such as Drip and Sprinklers, Agricultural Pumps, Greenhouses and Land Landscape Products. The Company is a subsidiary of Mahindra and Mahindra Limited.

B. Basis of Accounting:

The financial statements are prepared in accordance with the generally accepted accounting principles in Indian (GAAP) and comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013 (“the 2013 Act”), read with Rule 7 of the Companies (Accounts) Rules, 2014 and relevant provisions of the 2013 Act, as applicable. The financial statements have been prepared on accrual basis under the historical cost convention except for certain categories of fixed assets acquired before June 24, 1998, that are carried at revalued amounts. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

C. Use of Estimates:

The preparation of financial statements in conformity with GAAP requires that the management of the Company makes estimates and assumptions that affect the reported amounts of income and expenses of the period, the reported balance of assets and liabilities and the disclosures relating to contingent liabilities as of the date of the financial statements. Differences, if any, between the actual results and estimates, is recognised in the period in which the results are known/materialise.

D. Tangible Assets:

Fixed assets are carried at cost less accumulated depreciation/impairment losses, if any. Cost includes cost of acquisition or construction and is stated at historical cost.

Fixed Assets (other than Office Premises at Ahmedabad, Furniture & Fixtures, Office Equipments and Vehicles) have been revalued as on June 24, 1998 and the resultant surplus has been added to the block of the assets.

Depreciation on all assets, is provided on Straight Line Method as per the useful life prescribed in Schedule II to the Companies Act, 2013. Leasehold Assets are written off over the period of lease. Depreciation on additions to assets or on sale/disposal of assets is calculated from the beginning of the month of such addition or up to the month of such sale/scrapped as the case may be.

Fixed assets retired from active use and held for sale are stated at the lower of their net book value and net realisable value and are disclosed separately in the Balance Sheet.

During the year, pursuant to the notification of Schedule II to the Companies Act, 2013 with effect from April 1, 2014, the Company revised the estimated useful life of its assets to align the useful life with those specified in Schedule II. The details of useful life are as follows:

Asset	Revised useful life	Previous useful life (approx)
Buildings		
Factory Building	30 Years	30 Years
Office Building	60 Years	60 Years
Plant and Equipment	15 to 19 Years	19 Years
Furniture and Fixtures	10 Years	16 Years
Office Equipments	5 Years	21 Years
Factory Equipments	10 Years	10 Years
Moulds and Dies	6 Years	6 Years
Computers and Data processing Equipment	3 Years	3 Years
Vehicles - Cars	8 Years	11 Years
Vehicles - two wheelers	10 Years	11 Years

Pursuant to the transition provisions prescribed in Schedule II to the Companies Act, 2013, the Company has fully depreciated the carrying value of assets, net of residual value, where the remaining useful life of the asset was determined to be nil as on April 1, 2014, and has adjusted an amount of Rs. 69,26,238/- (net of deferred tax of Rs. Nil) against the opening Deficit in the Statement of Profit and Loss under Reserves and Surplus.

Notes to the Financial Statements (Contd.)

The depreciation expense in the Statement of Profit and Loss for the year is higher by Rs. 3,08,594/- consequent to the change in the useful life of the assets.

E. Intangible Assets:

Intangible assets are recognised only when economic benefit attributable to the assets will flow to the enterprise and cost can be measured reliably. They are being amortised over the estimated useful life of three years.

The estimated useful life of the intangible assets and the amortisation period are reviewed at the end of each financial year and the amortisation period is revised to reflect the changed pattern, if any.

F. Impairment of Assets:

The carrying value of assets/cash generating units at each balance sheet date are reviewed for impairment. If any indication of impairment exists, the recoverable amount of such assets is estimated and impairment is recognised, if the carrying amount of these assets exceeds their recoverable amount. The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life to their present value based on an appropriate discount factor. When there is indication that an impairment loss recognised for an asset in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognised in the Statement of Profit and Loss, except in case of revalued assets.

G. Investments:

Long term investments are valued 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 valued at the lower of cost and fair value.

H. Inventories:

Inventories comprise all costs of purchase, conversion and other costs incurred in bringing the inventories to their present location and condition.

Raw materials and bought out components are valued at the lower of cost and net realisable value. Cost is determined on the basis of the weighted average method.

Finished goods produced and purchased for sale, manufactured components and work-in-progress are carried at cost and net realisable value whichever is lower. Excise duty is included in the value of finished goods where applicable.

Stores, Spares and tools other than obsolete and slow moving items are carried at cost. Obsolete and slow moving items are valued at cost and estimated net realisable value, whichever is lower.

I. Foreign Exchange Transactions:

Transaction in foreign currencies are recorded at the exchange rates prevailing on the date of transaction. Monetary items are translated at the year-end rates. The exchange difference between the rate prevailing on the date of transaction and on the date of settlement as also on translation of monetary items at the end of the year is recognised as income or expense, as the case may be.

J. Revenue recognition:

Sales of goods are recognised, net of estimated returns and trade discounts. Sales include excise duty but exclude sales tax and value added tax.

Revenue is recognised when the risks and rewards of ownership are passed on to the customers and no significant uncertainty as to its measurability and collectability exists.

K. Other income:

Interest income is recognised on a time proportion basis taking into account the amount outstanding and the applicable rates. Dividend income is accounted for when the right to receive it is established.

L. Government Grants:

Capital Incentive Subsidy, not specifically related to fixed assets, is credited to Capital Incentive Reserve and retained till the requisite conditions are fulfilled. The Company is entitled to various incentives from government authorities. The Company accounts for its entitlement as income on accrual basis and no significant uncertainty as to its measurability and collectability exists.

Notes to the Financial Statements (Contd.)

M. Employee benefits:

a) Short term employee benefits

All employee benefits falling due wholly within twelve months of rendering the service are classified as short term employee benefits. The benefits like salaries, wages, short term compensated absences, etc. and the expected cost of bonus, ex-gratia, are recognised in the period in which the employee renders the related service.

b) Post-employment benefits

(i) Defined contribution plans

The Company's contribution to provident fund, employee state insurance scheme and superannuation fund are considered as defined contribution plans and are charged as an expense as they fall due based on the amount of contribution required to be made and when services are rendered by the employee.

(ii) Defined benefit plans

The employees' gratuity fund scheme, managed by LIC is a defined benefit plan. The present value of obligation is determined based on actuarial valuation carried out as at the end of each financial year using the Projected Unit Credit Method.

The obligation is measured at the present value of the estimated future cash flows. The discount rate used for determining the present value of the obligation under defined benefit plans, is based on the market yield on government securities, of a maturity period equivalent to the weighted average maturity profile of the related obligations at the Balance Sheet date.

Actuarial gains and losses are recognised immediately in the Statement of Profit and Loss.

In case of funded plans, the fair value of the plan assets is reduced from the gross obligation under the defined plans to recognise the obligation on the net basis.

Gains or losses on the curtailment or settlement of any defined benefit plan are recognised when the curtailment or settlement occurs. Past service cost is recognised as expense on a straight line basis over the period until benefit become vested.

c) Long term employee benefits

The obligation for long term employee benefits such as long term compensated absences, long service award, etc. is recognised in the similar manner as in the case of defined benefit plans as mentioned in (b) (ii) above.

d) Employee Stock Compensation Cost

The Company has formulated Employee Stock Option Schemes (ESOS) ("the Scheme") in accordance with the SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999. The Scheme provides for grant of options to employees of the Company to acquire equity shares of the Company that vest in a graded manner and that are to be exercised within a specified period. In accordance with the SEBI Guidelines; the excess, if any, of the closing market price on the day prior to the grant of the options under ESOS over the exercise price is amortised on a straight-line basis over the vesting period.

N. Leases:

In respect of Operating Leases, Lease payments are recognised as expenses and Lease income are recognised as income on a straight line basis over the lease term. Initial direct costs are recognised immediately as expenses.

O. Borrowing Costs:

All borrowing costs are charged to the Statement of Profit and Loss except:

- (a) Borrowing costs that are attributable to the acquisition or construction of assets that necessarily take a substantial period of time to get ready for their intended use, which are capitalised as part of the cost of such assets.
- (b) Expenses incurred on raising long term borrowing are amortised over the period of borrowing. On early buyback, conversion or repayment of borrowings, any unamortised expenditure is fully written off in that year.

Notes to the Financial Statements (Contd.)

P. Product Warranty:

In respect of warranties given by the Company on sale of certain products, the estimated costs of these warranties are accrued at the time of sale. The estimates for accounting of warranties are reviewed and revisions are made as required.

Q. Taxes on income:

Income Taxes are accounted for in accordance with Accounting Standard on "Accounting for Taxes on Income", (AS-22). Tax expenses comprise both current tax and deferred tax. Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the applicable tax rates and the provisions of the Income Tax Act 1961, and other applicable tax laws.

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognised as an asset in the Balance Sheet when it is probable that future economic benefit associated with it will flow to the Company.

Deferred tax asset is measured based on the tax rates and the laws enacted or substantively enacted as at the balance sheet date. Deferred tax assets are recognized only to the extent there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In respect of carry forward losses and unabsorbed depreciation, deferred tax assets are recognized only to the extent there is virtual certainty supported by convincing evidence that sufficient future taxable income will be available against which such deferred tax assets can be realized.

R. Provisions, Contingent Liabilities and Contingent Assets:

A provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates.

Contingent liabilities are not recognised but are disclosed in the notes. Contingent assets are neither recognised nor disclosed in the financial statements.

S. Share issues expenses:

Share issue expenses are adjusted against the Securities Premium Account as permissible under Section 57 of the Companies Act, 2013, to the extent any balance is available for utilisation in the Securities Premium Account.

NOTE NO. 2 - SHARE CAPITAL

Particulars	As at March 31, 2015		As at March 31, 2014	
	Number of Shares	Rupees	Number of Shares	Rupees
(a) Authorised				
Equity shares of Rs. 10 each	32,000,000	320,000,000	32,000,000	320,000,000
Preference shares of Rs. 100 each	1,800,000	180,000,000	1,800,000	180,000,000
	<u>33,800,000</u>	<u>500,000,000</u>	<u>33,800,000</u>	<u>500,000,000</u>
(b) Issued				
Equity shares of Rs. 10 each	27,648,264	276,482,640	27,642,139	276,421,390
		<u>276,482,640</u>		<u>276,421,390</u>
(c) Subscribed and fully paid up				
Equity shares of Rs. 10 each	27,644,364	276,443,640	27,638,239	276,382,390
(d) Forfeited Shares (Amount originally paid-up)	3,900	19,500	3,900	19,500
Total		<u><u>276,463,140</u></u>		<u><u>276,401,890</u></u>

Notes to the Financial Statements (Contd.)

Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

Particulars	As at March 31, 2015		As at March 31, 2014	
	Number of Shares	Rupees	Number of Shares	Rupees
Balance as at the beginning of the year	27,638,239	276,382,390	27,630,864	276,308,640
Add: Issued during the year - ESOS	6,125	61,250	7,375	73,750
Balance as at the end of the year	<u>27,644,364</u>	<u>276,443,640</u>	<u>27,638,239</u>	<u>276,382,390</u>

Rights, preferences and restrictions attached to the equity shares

The Company is having only one class of equity shares having par value of Rs. 10 each. Each holder of equity share is entitled to one vote per share. In the event of liquidation of the Company, the holders of the equity shares will be entitled to receive remaining assets of the Company. The distribution will be in proportion to the number of equity shares held by the shareholders.

Shares held by the holding company

1,51,44,433 shares (As at March 31, 2014: 1,51,44,433 shares) are held by the Holding Company viz., Mahindra and Mahindra Limited.

Details of shareholders holding more than 5% shares in the Company

Particulars	As at March 31, 2015		As at March 31, 2014	
	Number of Shares	% holding	Number of Shares	% holding
Mahindra and Mahindra Limited	15,144,433	54.78%	15,144,433	54.80%
Reliance Net Limited	—	—	1,489,700	5.39%

Shares reserved for issue under options

Shares reserved for issue under options 5,52,765 shares (As at March 31, 2014 - 4,74,125 shares) of Rs. 10 each towards outstanding employee stock options granted [Refer Note No. 29]

Particulars	As at March 31, 2015 Rupees	As at March 31, 2014 Rupees
NOTE NO. 3 - RESERVES AND SURPLUS		
(a) Capital incentive reserve		
As per last Balance Sheet	4,000,000	4,000,000
(b) Securities premium account		
Opening balance	915,811,465	915,413,215
Add: Premium received on shares allotted during the year	153,125	184,375
Add: Transferred from Shares options outstanding account	177,625	213,875
Closing balance	<u>916,142,215</u>	<u>915,811,465</u>
(c) Revaluation reserve		
Opening balance	28,690,775	31,419,014
Less: Utilised for set off against depreciation	—	(2,728,239)
Closing balance	<u>28,690,775</u>	<u>28,690,775</u>
(d) Share options outstanding account		
Opening balance	213,875	427,750
Add: Amounts recorded on grants during the year	13,458,956	—
	<u>13,672,831</u>	<u>427,750</u>

Notes to the Financial Statements (Contd.)

Particulars	As at March 31, 2015 Rupees	As at March 31, 2014 Rupees
Less: Amounts reduced on grants lapsed during the year	(36,250)	—
Less: Transferred to Securities premium account on exercise	(177,625)	(213,875)
	<u>13,458,956</u>	<u>213,875</u>
Less: Deferred stock compensation expense	(10,866,387)	(33,986)
Closing balance	<u>2,592,569</u>	<u>179,889</u>
(e) General Reserve		
As per last Balance Sheet	<u>13,853,275</u>	<u>13,853,275</u>
(f) Deficit in Statement of Profit and Loss		
Opening balance	(108,547,273)	(185,646,021)
Add: Profit for the year	17,948,387	77,098,748
Less:- Depreciation on transition to Schedule II to the Companies Act, 2013 [Refer Note no.1 D]	(6,926,238)	—
Closing balance	<u>(97,525,124)</u>	<u>(108,547,273)</u>
Total	<u><u>867,753,710</u></u>	<u><u>853,988,131</u></u>

NOTE NO. 4 - LONG-TERM BORROWINGS

Unsecured

Deferred payment liabilities	4,261,666	7,405,873
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[Sales Tax Deferral Scheme is payable in 5 annual instalments after 10 years from the year of availment of respective incentive. These loans are repayable:

- (i) In the second year - Rs. 17,40,505 (As at March 31, 2014 Rs. 31,44,207)
- (ii) In the third to fifth year - Rs. 17,36,253 (As at March 31, 2014 Rs. 28,98,007)
- (iii) After five years - Rs. 7,84,908 (As at March 31, 2014 Rs. 13,63,659)]

Total	<u><u>4,261,666</u></u>	<u><u>7,405,873</u></u>
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NOTE NO. 5 - LONG-TERM PROVISIONS

Provision for compensated absences [Refer Note no. 30 (b)]	9,526,447	6,730,214
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Provision for warranty [Refer Note no. 35]	6,752,648	5,600,000
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Total	<u><u>16,279,095</u></u>	<u><u>12,330,214</u></u>
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NOTE NO. 6 - SHORT-TERM BORROWINGS

Unsecured

Public Deposits	—	541,000
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(For a period of one year and carry an interest rate of 8.50% to 9% p.a.)

Total	<u><u>—</u></u>	<u><u>541,000</u></u>
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NOTE NO. 7 - TRADE PAYABLES

Trade Payable - Micro and Small enterprises	28,671,551	4,834,262
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Trade Payable - Other than Micro and Small enterprises	211,976,622	196,050,103
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Total	<u><u>240,648,173</u></u>	<u><u>200,884,365</u></u>
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Notes to the Financial Statements (Contd.)

Particulars	As at March 31, 2015 Rupees	As at March 31, 2014 Rupees
Disclosures required under section 22 of the Micro, Small and Medium Enterprises Development Act, 2006 are as below:		
(a) Dues remaining unpaid as at March 31		
Principal	28,671,551	4,834,262
Interest on the above	75,985	—
(b) Interest paid in terms of Section 16 of the Act, along with the amount of payment made to the supplier beyond the appointed day during the year		
Principal paid beyond the appointed date	61,188,701	3,004,919
Interest paid in terms of Section 16 of the Act	—	—
(c) Amount of interest due and payable for the period of delay on payments made beyond the appointed day during the year	1,559,801	—
(d) Further interest due and payable even in the succeeding years, until such date when the interest due as above are actually paid to the small enterprises	116,740	—
(e) Amount of interest accrued and remaining unpaid as at March 31	1,752,526	—
Due to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by the auditors.		

NOTE NO. 8 - OTHER CURRENT LIABILITIES

(a) Current maturities of long-term debt		
Unsecured		
(i) Deferred payment liabilities	3,144,207	5,727,171
(ii) Public Deposits	—	149,716,000
(b) Interest accrued		
(i) Interest accrued but not due on Public Deposits	—	8,297,567
(ii) Interest accrued on trade Payables	1,752,526	—
(c) Other payables		
(i) Statutory remittances (Contributions to PF and ESIC, Withholding Taxes, Excise Duty, VAT, Service Tax, etc.)	8,577,082	10,814,846
(ii) Payables on purchase of fixed assets	1,187,473	14,062
(iii) Trade/security deposits received	33,737,602	31,025,195
(iv) Advances from customers	56,864,577	57,903,780
(v) Others - Employee Deductions	445,275	568,533
(vi) Provision for liabilities	1,717,380	2,039,467
(vii) Unclaimed matured public deposits and interest [Refer Note no. 28.5]	482,969	320,722
Total	107,909,091	266,427,343

NOTE NO. 9 - SHORT-TERM PROVISIONS

(a) Provision for employee benefits:		
(i) Provision for compensated absences	3,106,000	3,618,503
(ii) Provision for gratuity (net) [Refer Note no. 30 (b)]	5,406,808	3,045,235
(b) Provision for tax		
[net of advance tax Rs. 10,62,200 (As at March 31, 2014 Rs. 10,62,200)]	165,034	87,800
(c) Provision for Warranty [Refer Note no. 35]	1,800,000	1,400,000
Total	10,477,842	8,151,538

Notes to the Financial Statements (Contd.)

NOTE NO. 10 - FIXED ASSETS

A. Tangible assets

Description of Assets	Gross block			Accumulated depreciation				Net Block		
	As at April 1, 2014	Additions	Disposals	As at March 31, 2015	Upto March 31, 2014	Depreciation/ Amortisation for the year	Transition Pursuant to Schedule II		Eliminated on disposal of assets	Upto March 31, 2015
Leasehold Land	39,390,388 (39,390,388)	— (—)	— (—)	39,390,388 (39,390,388)	6,699,580 (6,301,737)	431,245 (397,843)	— (—)	— (—)	7,130,825 (6,699,580)	32,259,563 (32,690,808)
Buildings Owned	83,600,137 (78,535,032)	2,264,339 (5,065,105)	— (—)	85,864,476 (83,600,137)	39,926,437 (37,475,366)	3,119,826 (2,451,071)	1,280,088 (—)	— (—)	44,326,351 (39,926,437)	41,538,125 (43,673,700)
Leasehold	2,290,550 (2,290,550)	— (—)	— (—)	2,290,550 (2,290,550)	2,176,023 (2,086,947)	24,957 (89,076)	— (—)	— (—)	2,200,980 (2,176,023)	89,570 (114,527)
Plant and Equipment	355,229,778 (321,814,798)	4,688,621 (33,414,980)	9,951,260 (—)	349,967,139 (355,229,778)	158,524,853 (143,215,129)	12,106,681 (15,309,724)	4,412,394 (—)	9,554,340 (—)	165,489,588 (158,524,853)	184,477,551 (196,704,925)
Electrical Installations	13,684,353 (13,614,632)	— (69,721)	— (—)	13,684,353 (13,684,353)	8,845,848 (8,148,280)	762,892 (697,568)	137,789 (—)	— (—)	9,746,529 (8,845,848)	3,937,824 (4,838,505)
Furniture and Fixtures	8,137,050 (7,024,712)	974,952 (1,112,338)	105,724 (—)	9,006,278 (8,137,050)	5,188,065 (4,806,167)	423,608 (381,898)	36,318 (—)	102,296 (—)	5,545,695 (5,188,065)	3,460,583 (2,948,985)
Vehicles	8,091,194 (10,554,341)	2,729,024 (—)	64,385 (2,463,147)	10,755,833 (8,091,194)	1,775,111 (1,792,562)	1,217,898 (782,046)	— (—)	61,166 (799,497)	2,931,843 (1,775,111)	7,823,990 (6,316,083)
Office Equipments	3,965,952 (3,572,017)	148,048 (393,935)	116,542 (—)	3,997,458 (3,965,952)	1,409,974 (1,205,335)	933,795 (204,639)	580,994 (—)	105,463 (—)	2,819,300 (1,409,974)	1,178,158 (2,555,978)
Factory Equipments	12,153,952 (12,139,467)	125,516 (14,485)	435,425 (—)	11,844,043 (12,153,952)	9,331,686 (8,952,381)	300,192 (379,305)	16 (—)	252,302 (—)	9,379,592 (9,331,686)	2,464,451 (2,822,266)
Moulds and Dies	96,922,448 (96,882,287)	1,356,000 (40,161)	— (—)	98,278,448 (96,922,448)	73,899,727 (67,177,166)	5,355,208 (6,722,541)	461,052 (—)	— (—)	79,715,987 (73,899,727)	18,562,461 (23,022,721)
Computers	10,646,138 (9,503,850)	966,200 (1,253,468)	848,779 (111,180)	10,763,559 (10,646,138)	8,590,150 (7,277,433)	1,104,797 (1,405,195)	17,587 (—)	806,593 (92,478)	8,905,941 (8,590,150)	1,857,618 (2,055,988)
Total	634,111,940 (595,322,074)	13,252,700 (41,364,193)	11,522,115 (2,574,327)	635,842,525 (634,111,940)	316,367,454 (288,438,523)	25,781,099 (28,820,906)	6,926,238 (—)	10,882,160 (891,975)	338,192,631 (316,367,454)	297,649,884 (317,744,486)

Note: Figures in bracket relate to the previous year

B. Intangible assets

Computer software	14,353,342 (12,077,209)	454,945 (2,276,133)	— (—)	14,808,287 (14,353,342)	10,879,479 (9,030,702)	1,594,743 (1,848,777)	— (—)	— (—)	12,474,222 (10,879,479)	2,334,065 (3,473,863)
Total	14,353,342 (12,077,209)	454,945 (2,276,133)	— (—)	14,808,287 (14,353,342)	10,879,479 (9,030,702)	1,594,743 (1,848,777)	— (—)	— (—)	12,474,222 (10,879,479)	2,334,065 (3,473,863)

Note: Figures in bracket relate to the previous year

C. Depreciation and amortisation

Depreciation and amortisation for the year on tangible assets (Note No. 10 A)	25,781,099	28,820,906
Depreciation and amortisation for the year on intangible assets (Note No. 10 B)	1,594,743	1,848,777
Less: Utilised from revaluation reserve	27,375,842	30,669,683
Depreciation and amortisation considered in the Statement of Profit and Loss	—	2,728,239
	27,375,842	27,941,444

Notes to the Financial Statements (Contd.)**NOTE NO. 11 - NON-CURRENT INVESTMENTS**

Particulars	As at March 31, 2015 Rupees	As at March 31, 2014 Rupees
Other investments unquoted, (At cost)		
Investment in government securities – National Savings Certificates [Pledged with sales tax authority, Aggregate face value of Rs. 55,000]	—	55,000
Total	—	55,000

NOTE NO. 12 - DEFERRED TAX ASSETS (NET)Tax effect of items constituting deferred tax liability

On difference between book balance and tax balance of fixed assets	37,252,418	36,364,866
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Tax effect of items constituting deferred tax liability	37,252,418	36,364,866
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Tax effect of items constituting deferred tax assets

Provision for compensated absences and gratuity	5,964,319	4,345,668
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Provision for doubtful debts/advances	33,688,064	13,619,583
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Disallowances under Section 40(a)(i), 43B of the Income Tax Act, 1961	22,147,819	17,905,360
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Unabsorbed depreciation	10,786,371	34,332,487
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Tax effect of items constituting deferred tax assets	72,586,573	70,203,098
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Restricted to the extent of deferred tax liability	37,252,418	36,364,866
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Net deferred tax asset	—	—
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The Company has recognised deferred tax asset on unabsorbed depreciation to the extent of the corresponding deferred tax liability on the difference between the book balance and the written down value of fixed assets under Income Tax net off of other balances constituting deferred tax asset.

NOTE NO. 13 - LONG-TERM LOANS AND ADVANCES

Unsecured, considered good, unless otherwise stated

(a) Capital advances	1,130,130	508,053
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(b) Security deposits	6,407,784	7,051,384
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(c) Prepaid Expenses	1,068,407	1,488,038
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(d) Advance income tax	18,712,355	15,964,620
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Net of provisions Rs. 2,33,65,142 (As at March 31, 2014 Rs. 1,49,80,000)

(e) MAT credit entitlement	14,565,142	14,980,000
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(f) Balances with government authorities		
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(i) CENVAT credit receivable	2,625,443	3,394,109
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(ii) Excise Refund Claim	16,679,302	16,679,302
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Total	61,188,563	60,065,506
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Notes to the Financial Statements (Contd.)

Particulars	As at March 31, 2015 Rupees	As at March 31, 2014 Rupees
NOTE NO. 14 - OTHER NON-CURRENT ASSETS		
Trade receivables		
Unsecured, considered good	6,180,400	2,210,554
Doubtful	936,199	557,560
	<u>7,116,599</u>	<u>2,768,114</u>
Less: Provision for doubtful trade receivables	936,199	557,560
TOTAL	<u><u>6,180,400</u></u>	<u><u>2,210,554</u></u>
NOTE NO. 15 - CURRENT INVESTMENTS		
Current maturity of long-term investments in government securities - National Savings Certificates [Pledged with sales tax authority, Aggregate face value of Rs. 55,000]	55,000	—
Total	<u><u>55,000</u></u>	<u><u>—</u></u>
NOTE NO. 16 - INVENTORIES		
(At lower of cost and net realisable value)		
(a) Raw materials & Components	158,504,265	189,486,341
[Goods-in-transit Rs. 28,84,665/- (As at March 31, 2014 Rs. 87,62,806)]		
(b) Work-in-progress	5,007,858	14,884,925
(c) Finished goods	93,019,951	149,560,628
(d) Stock-in-Trade	26,277,427	5,526,623
[Goods-in-transit Rs. 19,10,285/- (As at March 31, 2014 Rs. Nil)]		
Total	<u><u>282,809,501</u></u>	<u><u>359,458,517</u></u>
NOTE NO. 17 - TRADE RECEIVABLES		
Trade receivables outstanding for a period exceeding six months from the date they were due for payment		
Unsecured, considered good	94,409,981	171,699,675
Doubtful	100,954,324	41,419,889
	<u>195,364,305</u>	<u>213,119,564</u>
Less: Provision for doubtful trade receivables	100,954,324	41,419,889
	<u>94,409,981</u>	<u>171,699,675</u>
Other Trade receivables		
Unsecured, considered good	475,676,648	412,333,015
Total	<u><u>570,086,629</u></u>	<u><u>584,032,690</u></u>
Debts due from a private company in which a director is a director or member	77,215	77,215

Notes to the Financial Statements (Contd.)

Particulars	As at March 31, 2015 Rupees	As at March 31, 2014 Rupees
NOTE NO. 18 - CASH AND BANK BALANCES		
(A) Cash and cash equivalents		
Cash on hand	301,764	293,799
Balances with banks		
(i) In current accounts	55,514,970	39,696,997
(ii) In deposit accounts	80,977,285	61,389,474
(B) Other bank balances		
(i) Balances with banks held as margin money/security against borrowings and guarantees*	84,884,976	89,576,708
(ii) Earmarked balances with banks **	48,271,371	51,487,491
Total	269,950,366	242,444,469
* Includes margin monies amounting to Rs. 5,11,98,083/- [As at March 31, 2014 Rs. 4,24,05,382/-] with maturity greater than 12 months from the Balance Sheet date.		
** Includes Rs. 1,10,078/- [As at March 31, 2014 Rs. 3,03,305/-] towards interest payable on Public Deposits Rs. 3,95,000/- [As at March 31, 2014 Rs. Nil] toward unclaimed Public Deposits, Rs. 4,77,66,293/- [As at March 31, 2014 Rs. 5,01,84,186/-] being unutilised proceeds out of the Rights Issue and Rs. Nil [As at March 31, 2014 Rs. 1,000,000/-] towards liquid assets maintained in respect of public deposits.		
NOTE NO. 19 - SHORT-TERM LOANS AND ADVANCES		
Unsecured, considered good, unless otherwise stated		
(a) Security deposits	1,852,499	1,402,148
(b) Loans and advances to employees	1,543,250	1,734,241
(c) Prepaid expenses	2,986,471	2,494,204
(d) Balances with government authorities		
(i) VAT credit receivable	1,690,637	4,477,483
(ii) Advance Service Tax/Entry Tax/Customs duty	58,676	703,602
(e) Others		
(i) Advances to Creditors		
Unsecured, considered good	6,891,212	19,314,006
Doubtful	2,592,460	—
Less: Provision for doubtful advances	(2,592,460)	—
	6,891,212	19,314,006
(ii) Advances Recoverable	249	249
Total	15,022,994	30,125,933
NOTE NO. 20 - OTHER CURRENT ASSETS		
Octroi Refund Receivable	14,567,561	24,638,000
Interest accrued on deposits	2,138,983	1,514,932
Insurance Claim Receivable	4,000	—
Total	16,710,544	26,152,932

Notes to the Financial Statements (Contd.)

Particulars	For the year ended March 31, 2015 Rupees	For the year ended March 31, 2014 Rupees
NOTE NO. 21 - REVENUE FROM OPERATIONS (GROSS)		
(a) Sale of products (Refer Note (i) below)	1,647,008,199	1,714,594,980
(b) Sale of services (Refer Note (ii) below)	6,013,840	4,166,132
(c) Other operating revenues (Refer Note (iii) below)	39,574,921	29,047,423
	<u>1,692,596,960</u>	<u>1,747,808,535</u>
Notes		
(i) Sale of products comprises:		
<u>Manufactured goods:</u>		
Finished Goods	1,199,287,995	1,185,189,559
Components	391,467,183	503,716,222
Green House	5,022,898	3,027,662
Land Scape	8,896,834	—
<u>Traded Goods</u>	42,333,289	22,661,537
Total - Sale of products	<u>1,647,008,199</u>	<u>1,714,594,980</u>
(ii) Sale of services comprises:		
Agronomy Services	1,488,845	1,192,780
Installation Services	4,524,995	2,973,352
Total - Sale of services	<u>6,013,840</u>	<u>4,166,132</u>
(iii) Other operating revenues comprise:		
Sale of scrap	4,486,360	4,409,423
Octroi Refund	35,088,561	24,638,000
Total - Other operating revenues	<u>39,574,921</u>	<u>29,047,423</u>
NOTE NO. 22 - OTHER INCOME		
(a) Interest income		
On deposits with banks	22,526,125	23,642,458
Interest on Deposits/Debtors	356,070	308,904
(b) Dividend income from		
Long Term Investments	—	1,135
Current Investments	—	357,326
(c) Other non-operating income		
Liabilities no longer required written back	358,991	368
Profit on sale of Current Investments	705,545	313,233
Miscellaneous income	1,027,756	—
Discount earned	638,770	931,449
Rent income	—	105,000
Bad debts recovered	12,615	—
Total	<u>25,625,872</u>	<u>25,659,873</u>

Notes to the Financial Statements (Contd.)

Particulars	For the year ended March 31, 2015 Rupees	For the year ended March 31, 2014 Rupees
NOTE NO. 23 - COST OF MATERIALS CONSUMED		
Opening stock	189,486,341	129,083,030
Add: Purchases	942,829,991	1,245,680,428
	<u>1,132,316,332</u>	<u>1,374,763,458</u>
Less: Closing stock	158,504,265	189,486,341
Total	<u><u>973,812,067</u></u>	<u><u>1,185,277,117</u></u>
Material consumed comprises:		
Raw Material - Plastic Granules	584,281,884	703,931,595
Components	389,530,183	481,345,522
Total	<u><u>973,812,067</u></u>	<u><u>1,185,277,117</u></u>
NOTE NO. 24 - CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE		
<u>Inventories at the end of the year:</u>		
Finished goods	93,019,951	149,560,628
Work-in-progress	5,007,858	14,884,925
Stock-in-trade	26,277,427	5,526,623
	<u>124,305,236</u>	<u>169,972,176</u>
<u>Inventories at the beginning of the year:</u>		
Finished goods	149,560,628	88,040,728
Work-in-progress	14,884,925	15,974,340
Stock-in-trade	5,526,623	6,318,911
	<u>169,972,176</u>	<u>110,333,979</u>
Net decrease/(increase)	<u><u>45,666,940</u></u>	<u><u>(59,638,197)</u></u>
NOTE NO. 25 - EMPLOYEE BENEFITS EXPENSE		
Salaries and wages	172,183,828	158,644,513
Contributions to provident and other funds [Refer Note no. 30 (a)]	13,880,169	14,635,892
Expense on employee stock option scheme [Refer Note no. 29]	2,590,305	98,783
Staff welfare expenses	8,689,084	7,955,577
Total	<u><u>197,343,386</u></u>	<u><u>181,334,765</u></u>
NOTE NO. 26 - FINANCE COSTS		
(a) Interest expense on:		
(i) Borrowings		
Cash Credit	322,532	2,389,906
Public Deposits	8,836,170	14,954,991

Notes to the Financial Statements (Contd.)

Particulars	For the year ended March 31, 2015 Rupees	For the year ended March 31, 2014 Rupees
(ii) Trade payables	1,755,409	166,866
(iii) Others		
Interest on delayed payment of taxes	5,906	—
Interest under EPCG Scheme	—	4,589,924
(b) Other borrowing costs		
Processing fees/Guarantee Commission	1,036,233	1,432,700
Total	11,956,250	23,534,387
NOTE NO. 27 - OTHER EXPENSES		
Consumption of stores and spare parts	4,371,214	3,659,879
Consumption of packing materials	7,539,498	6,160,002
Decrease of excise duty on inventory	—	(22,953)
Power and fuel	27,751,924	33,278,291
Rent including lease rentals [Refer Note no.33]	13,477,688	11,723,062
Repairs and maintenance - Buildings	2,005,412	896,059
Repairs and maintenance - Machinery	3,631,643	3,730,381
Repairs and maintenance - Others	2,419,199	2,136,587
Manufacturing Processing Charges	8,776,987	4,522,693
Site Expenses	7,710,953	663,127
Insurance	1,655,738	1,794,831
Rates and taxes	3,122,608	9,091,347
Communication	5,595,942	5,358,033
Travelling and conveyance	39,071,140	32,883,336
Printing and stationery	2,552,574	2,172,472
Freight and forwarding	43,882,220	46,297,923
Sales commission	78,524,495	62,293,060
Warranty Claim	5,677,413	14,083,468
Sales promotion expense	1,369,595	4,778,533
Advertisements	8,028,494	11,692,846
Legal and professional fees	23,198,598	25,608,689
Payments to auditors [Refer Note below]	2,534,847	2,022,261
Bad trade and other receivables, loans and advances written off	7,120,051	9,044,319
Loss on fixed assets sold/scrapped/written off	611,297	967,430
Net Loss on foreign currency transactions	148,184	38,951
Provision for doubtful trade receivables and advances (net)	62,505,534	(676,976)
Directors' Fees	240,000	180,000
Donations (including Rs. 9,70,000 for CSR activity)	970,000	800,000
Expenses on Corporate social responsibility activities	409,980	—
Miscellaneous expenses	14,909,698	25,259,723
Total	379,812,926	320,437,374

Notes to the Financial Statements (Contd.)

Particulars	For the year ended March 31, 2015 Rupees	For the year ended March 31, 2014 Rupees
Note:		
Payments to the auditors comprises (including Service tax):		
a) To Statutory auditors		
For audit	1,755,625	1,404,500
For other services	560,396	455,058
Reimbursement of expenses	50,286	12,703
	2,366,307	1,872,261
b) To Cost auditors for Cost audit	168,540	150,000
Total	2,534,847	2,022,261

NOTE NO. 28 - ADDITIONAL INFORMATION TO THE FINANCIAL STATEMENTS

Particulars	As at March 31, 2015 Rupees	As at March 31, 2014 Rupees
28.1 Contingent liabilities (to the extent not provided for)		
(a) Claims against the Company not acknowledged as debts	2,649,921	1,533,641
(b) Custom Duty/Interest on account of commitment to Export, under Export Promotion Capital Goods Scheme	21,886,226	19,992,408
(c) Demands against the Company, relating to issues of deductibility and taxability in respect of which the company is in appeal/Department is in appeal		
Income Tax:	4,933,598	4,933,598
Sales Tax:	743,552	743,552
Excise Duty:	7,944,000	7,944,000
(d) Long Term Loans & Advances include refund claim made for excise duty paid under protest consequent upon the judicial pronouncement made by CESTAT in favour of the Company, which was disputed by the department before higher authorities.	16,679,302	16,679,302
<p>The Commissioner (Appeals), Central Excise and Customs, Nashik has sanctioned the claim on merit but taking recourse to the principle of "Unjust Enrichment" has ordered the claim to be transferred to the credit of the "Consumer Welfare Fund".</p> <p>The Company had filed an appeal against the order. On hearing the appeal the Hon' CESTAT, Mumbai remanded back the case to the adjudicating authorities to examine the issue afresh. The Adjudicating Authority issued a Show Cause Notice and after personal hearing passed an order rejecting the claim without following the guidelines given by the Hon' CESTAT.</p> <p>The Company had filed an appeal against the order with the Commissioner (Appeals), Central Excise & Customs, Nashik. The order Passed by the Commissioner (Appeals), Central Excise & Customs, Nashik is similar to order as given in order in appeal. The Company has filed an appeal to CESTAT Mumbai and no hearing has happened thereafter. The Claim is still tenable, no provision has been considered.</p>		

Note: In respect of items mentioned above, till the matters are finally decided, the timing of outflows of economic benefits cannot be ascertained.

Notes to the Financial Statements (Contd.)

Particulars	As at March 31, 2015 Rupees	As at March 31, 2014 Rupees
28.2 Commitments		
Estimated amount of contracts remaining to be executed on capital account and not provided for in respect of Tangible assets	1,376,038	568,990
28.3 The year-end foreign currency exposures that have not been hedged by a derivative instrument or otherwise are given below:		
Payable : USD	162,596	56,010
Rupees	10,176,865	3,363,400
Receivable : USD	1,397	595
Rupees	87,438	35,755
28.4 Disclosure as per Clause 32 of the Listing Agreements with the Stock Exchange		
The Company has not given any loans and advances in the nature of loans to subsidiaries, associates and firms/companies in which directors are interested. Further, the Company has not made any loans and advances where there is no repayment schedule or repayment beyond seven years or no interest or interest lower than the prevailing yield of one year, three year, five year or ten year Government Security closest to the tenure of the loan as per section 186 of the Companies Act, 2013.		
28.5 There are no amounts due to Investor Education and Protection Fund.		
28.6 Disclosure required in terms of Chapter VII of SEBI (Issue of Capital & Disclosure requirements) Regulations 2009		
In June, 2012, the Company had allotted 1,03,58,199 equity shares at a price of Rs. 40 per share (including a premium of Rs. 30/- per share) resulting in total issue size of Rs. 41,43,27,960 under the Rights Issue.		
The uses and application of funds raised under the Rights Issue are given as under:		
	Actual Utilisation	Revised Proposed Utilisation
Issue Related Expenses	13,018,040	13,018,040
Procurement of plant and machinery	6,926,626	54,692,920
Working capital requirements	270,000,000	270,000,000
General Corporate Purposes	76,617,000	76,617,000
Funds Utilised	366,561,666	414,327,960
Un-utilised Rights Issue proceeds*	47,766,294	—
Total	414,327,960	414,327,960
* Temporarily invested in Fixed Deposits with Banks.		
Particulars	For the year ended March 31, 2015 Rupees	For the year ended March 31, 2014 Rupees
28.7 Value of imports calculated on CIF basis:		
Raw materials and Components	21,369,633	8,813,530
	<u>21,369,633</u>	<u>8,813,530</u>
28.8 Expenditure in foreign currency:		
Travelling	300,244	254,001
	<u>300,244</u>	<u>254,001</u>

Notes to the Financial Statements (Contd.)

Particulars	For the year ended March 31, 2015 Rupees	For the year ended March 31, 2014 Rupees
28.9 Earnings in foreign currency:		
(i) Export of goods on F.O.B. Basis	932,248	745,535
(ii) Freight & Insurance	150,309	55,890
	1,082,557	801,425
28.10 Details of consumption of imported and indigenous items:		
<u>Imported</u>		
Raw materials and Components	16,318,649	7,695,017
	1.68%	0.65%
<u>Indigenous</u>		
Raw materials and Components	957,493,418	1,177,582,100
	98.32%	99.35%
	973,812,067	1,185,277,117
28.11 Value of imported and indigenous Spare Parts consumed is as follows:		
<u>Imported</u>		
Spare Parts	788,888	535,121
	18.05%	14.62%
<u>Indigenous</u>		
Spare Parts	3,582,326	3,124,758
	81.95%	85.38%
	4,371,214	3,659,879

NOTE NO. 29 - DISCLOSURES ON EMPLOYEE SHARE BASED PAYMENTS**Employee Stock Option Scheme**

(a) Pursuant to the "Employees Stock Option Scheme - 2010" (ESOS) approved by the Shareholders in the Annual General Meeting held on July 21, 2010, the Company had granted 60,500 Stock Options to the three non-executive Directors and some permanent employees on November 19, 2010, as per the recommendation of the Compensation Committee, at exercise price of Rs. 35/- each.

Pursuant to the "Employees Stock Option Scheme - 2014" (ESOS) approved by the Shareholders in the Annual General Meeting held on July 31, 2014, the Company had granted 80,424 Stock Options to the eligible employees on October 28, 2014 as per the recommendation of the Nomination and Remuneration Committee, at exercise price of Rs. 10/- each. In respect of the ESOP-2010 options granted, the equity settled options vest in 4 tranches of 25% each upon the expiry of 12 months, 24 months, 36 months and 48 months respectively from the date of the grant. Each tranche is exercisable within two years from the respective date of vesting. The number of options exercisable in each tranche is minimum 25% of the options vested, except in case of the last date of the exercise, where the employee can exercise all the options vested but not exercised till that date.

In respect of the ESOP-2014 options granted, the equity settled options vest in 5 tranches of 20% each upon the expiry of 12 months, 24 months, 36 months, 48 months and 60 months, respectively from the date of the grant. Each tranche is exercisable after one year from the respective date of vesting. The number of options exercisable in each tranche is minimum 20% of the options granted.

The compensation costs of the stock options granted are accounted by the Company on the basis of intrinsic value of share on the date of grant of options.

The difference between the fair price of the share underlying the options granted on the date of grant of option and the exercise price of the option (being the intrinsic value of the option) representing Stock compensation expense is expensed over the vesting period.

Notes to the Financial Statements (Contd.)

(b) Employee stock options details are as follows:

Particulars	During the year ended March 31, 2015		During the year ended March 31, 2014	
	Options (Numbers)	Weighted average exercise price per option (Rupees)	Options (Numbers)	Weighted average exercise price per option (Rupees)
Option outstanding at the beginning of the year	7,375	35	14,750	35
Granted during the year	80,424	10	—	NA
Vested during the year	6,125	35	7,375	35
Exercised during the year	6,125	35	7,375	35
Lapsed during the year	1,250	35	—	35
Options outstanding at the end of the year	80,424	10	7,375	35

(c) The impact on Earnings per Share if the 'fair value' of the options (on the date of the grant) were considered instead of the 'intrinsic value' is as under:

Particulars	For the year ended March 31, 2015 Rupees	For the year ended March 31, 2014 Rupees
Net Profit (as reported)	17,948,387	77,098,748
Add: stock based employee compensation (intrinsic value)	2,590,305	98,783
Less: stock based compensation expenses determined under fair value method for the grants issued (See note (d) below)	(2,645,383)	(142,520)
Net Profit (proforma)	17,893,309	77,055,011
Basic earnings per share (as reported)	0.65	2.79
Basic earnings per share (proforma)	0.65	2.79
Diluted earnings per share (as reported)	0.65	2.79
Diluted earnings per share (proforma)	0.65	2.79

(d) The fair value of the options has been determined under the Black-Scholes model. The assumptions used in this model for calculating fair value are as below:

Assumptions	Grant dated November 19, 2010	Grant dated October 28, 2014
Risk Free Interest Rate	7.65%	8.06%
Expected Life	3.50 years	3.50 years
Expected Annual Volatility of Shares	58%	55%
Expected Dividend Yield	Nil	Nil

NOTE NO. 30 - EMPLOYEE BENEFIT PLANS

(a) Defined contribution plans

The Company makes Provident Fund and Superannuation Fund contributions to defined contribution plans for qualifying employees. Under the Schemes, the Company is required to contribute a specified percentage of the payroll costs to fund the benefits. The Company recognised Rs. 70,79,141 [Year ended March 31, 2014 Rs. 75,88,127] for Provident Fund contributions and Rs. 18,71,565 [Year ended March 31, 2014 Rs. 16,95,221] for Superannuation Fund contributions in the Statement of Profit and Loss. The contributions payable to these plans by the Company are at rates specified in the rules of the schemes.

Notes to the Financial Statements (Contd.)

(b) Defined benefit plans

The Company offers the following employee benefit schemes to its employees:

- i. Gratuity
- ii. Compensated absences

The following table sets out the funded status of the defined benefit schemes and the amount recognised in the financial statements:

Particulars	For the year ended March 31, 2015		For the year ended March 31, 2014	
	Gratuity Funded	Compensated Absence Unfunded	Gratuity Funded	Compensated Absence Unfunded
Components of employer expense				
Current service cost	4,374,080	2,974,039	3,539,913	1,877,502
Interest cost	1,560,257	447,733	1,131,580	329,068
Expected return on plan assets	(1,257,746)	—	(1,199,489)	—
Actuarial losses/(gains)	(1,037,507)	751,071	1,614	(96,834)
Total expense recognised in the Statement of Profit and Loss	3,639,084	4,172,843	3,473,618	2,109,736
Actual contribution and benefit payments for year				
Actual benefit payments	—	(1,651,694)	(500,786)	(2,231,626)
Actual contributions	707,685	1,651,694	2,500,000	2,231,626
Net asset/(liability) recognised in the Balance Sheet				
Present value of defined benefit obligation	21,488,476	8,218,960	17,262,679	5,697,811
Fair value of plan assets	16,081,668	—	14,217,444	—
Funded status [Surplus/(Deficit)]	(5,406,808)	(8,218,960)	(3,045,235)	(5,697,811)
Net asset/(liability) recognised in the Balance Sheet	(5,406,808)	(8,218,960)	(3,045,235)	(5,697,811)
Change in defined benefit obligations (DBO) during the year				
Present value of DBO at beginning of the year	17,262,679	5,697,811	14,289,847	5,819,701
Current service cost	4,374,080	2,974,039	3,539,913	1,877,502
Interest cost	1,560,257	447,733	1,131,580	329,068
Actuarial (gains)/losses	(1,138,714)	751,071	(1,197,875)	(96,834)
Benefits paid	—	(1,651,694)	—	(2,231,626)
Benefit Paid Directly by Company	(569,826)	—	(500,786)	—
Present value of DBO at the end of the year	21,488,476	8,218,960	17,262,679	5,697,811
Change in fair value of assets during the year				
Plan assets at beginning of the year	14,217,444	—	11,717,444	—
Expected return on plan assets	1,257,746	—	1,199,489	—
Actual company contributions	707,685	1,651,694	2,500,000	2,231,626
Actuarial gains/(losses)	(101,207)	—	(1,199,489)	—
Benefits paid	—	(1,651,694)	—	(2,231,626)
Plan assets at the end of the year	16,081,668	—	14,217,444	—
Actual return on plan assets	1,156,539	—	1,279,570	—
Composition of the plan assets is as follows:				
Insurer managed funds	16,081,668	—	14,217,444	—

Notes to the Financial Statements (Contd.)

Rupees

Particulars	For the year ended March 31, 2015		For the year ended March 31, 2014	
	Gratuity Funded	Compensated Absence Unfunded	Gratuity Funded	Compensated Absence Unfunded
Actuarial assumptions				
Discount rate	7.77%	7.77%	9.19%	9.19%
Expected return on plan assets	—	—	—	—
Salary escalation	10.00%	10.00%	10.00%	10.00%
Attrition	5.00%	5.00%	5.00%	5.00%
Mortality tables	LIC (2006-08) Ult.	LIC (2006-08) Ult.	LIC (2006-08) Ult.	LIC (2006-08) Ult.
Estimate of amount of contribution in the immediate next year	5,406,808	6,738,136	3,045,235	3,618,503

The discount rate is based on the prevailing market yields of Government of India securities as at the Balance Sheet date for the estimated term of the obligations.

The estimate of future salary increases considered, takes into account the inflation, seniority, promotion, increments and other relevant factors.

Experience adjustments	2014-2015	2013-2014	2012-2013	2011-2012	2010-2011
Gratuity					
Present value of DBO	21,488,476	17,262,679	14,289,847	13,094,312	12,830,399
Fair value of plan assets	16,081,668	14,217,444	11,717,444	9,766,440	9,965,346
Funded status [Surplus/(Deficit)]	(5,406,808)	(3,045,235)	(2,572,403)	(3,327,872)	(2,865,053)
Experience gain/(loss) adjustments on plan liabilities	(3,684,263)	593,704	681,634	697,153	197,459
Experience gain/(loss) adjustments on plan assets	(101,207)	80,081	903,287	(912,595)	124,025
Compensated absences					
Present value of DBO	8,218,960	5,697,811	5,819,701	5,672,137	6,122,240
Fair value of plan assets	—	—	—	—	—
Funded status [Surplus/(Deficit)]	(8,218,960)	(5,697,811)	(5,819,701)	(5,672,137)	(6,122,240)
Experience gain/(loss) adjustments on plan liabilities	1,100,374	690,538	414,951	870,704	(28,253)
Experience gain/(loss) adjustments on plan assets	—	—	—	—	—

NOTE NO. 31 - RELATED PARTY DISCLOSURES

(a) Parties where control exists

Name	Relationship
Mahindra and Mahindra Limited	Holding Company

(b) Other related parties with whom transactions have been undertaken

Name	Relationship
Mahindra EPC Services Pvt Ltd	Fellow subsidiary
Mahindra Logistics Limited	Fellow subsidiary
Mahindra Holidays and Resorts India Ltd	Fellow subsidiary
Mr. Ashok Sharma	Key Management Personnel (Executive Director & CEO)
Mr. Mayur Bumb	Key Management Personnel (Chief Financial Officer)

Notes to the Financial Statements (Contd.)**(c) Details of related party transactions during the year and balances outstanding:**

Particulars	For the year ended March 31, 2015 Rupees	For the year ended March 31, 2014 Rupees
Sale of goods		
Mahindra EPC Services Pvt Ltd	—	512,040
Purchase of Vehicles		
Mahindra and Mahindra Limited	1,428,068	—
Remuneration		
Mr. Ashok Sharma	6,00,000*	—
Mr. Mayur Bumb	3,253,573	—
Management contracts including for deputation of personnel		
Mahindra and Mahindra Limited	11,575,326	19,314,713
Mahindra Logistics Limited	387,642	337,080
Travelling Expense		
Mahindra Holidays and Resorts India Ltd	—	21,901
Mahindra and Mahindra Limited	1,099,020	—
Rent		
Mahindra and Mahindra Limited	495,797	—
Reimbursement of expenses to		
Mahindra and Mahindra Limited	78,220	284,851
Professional Fees		
Mahindra and Mahindra Limited	3,147,168	—
Balances outstanding at the end of the year		
Trade payables		
Mahindra and Mahindra Limited	19,046,849	22,166,373
Mahindra Logistics Limited	29,429	25,590

* The amount has been reimbursed to the Holding Company.

NOTE NO. 32 - SEGMENT REPORTING

The Company is engaged in the business of 'Micro Irrigation System' (MIS). All other activities of the Company revolve around the main business and accordingly there are no separate reportable segments, as per the Accounting Standard on 'Segment Reporting' (AS 17).

NOTE NO. 33 - DETAILS OF LEASING ARRANGEMENTS**As Lessee**

The Company has entered into operating lease arrangements for certain facilities and office premises. The leases are generally cancellable and are for a period of 11 months to 10 years under leave & license agreements and may be renewed by mutual consent on mutually agreeable terms.

Particulars	For the year ended March 31, 2015 Rupees	For the year ended March 31, 2014 Rupees
(i) Lease payments recognised in the Statement of Profit and Loss	6,247,475	4,798,385
(ii) Future minimum lease payments		
not later than one year	1,612,772	1,412,560
later than one year and not later than five years	932,228	1,022,234

Notes to the Financial Statements (Contd.)

Particulars	For the year	For the year
	ended March 31, 2015 Rupees	ended March 31, 2014 Rupees
NOTE NO. 34 - EARNINGS PER SHARE		
Basic		
Net Profit for the year attributable to the equity shareholders	17,948,387	77,098,748
No. of shares outstanding at the beginning of the year	27,638,239	27,630,864
Weighted average No. of Shares for ESOP	2,198	2,202
Weighted average No. of Shares outstanding during the year	27,640,437	27,633,066
Par value per share	10	10
Earnings per share - Basic	0.65	2.79
Diluted		
Net Profit for the year attributable to equity shareholders (on dilution)	17,948,387	77,098,748
Weighted average number of equity shares for Basic EPS	27,640,437	27,633,066
Add: Effect of ESOPs which are dilutive	75,378	4,958
Weighted average number of equity shares - for diluted EPS	27,715,815	27,638,024
Par value per share	10	10
Earnings per share - Diluted	0.65	2.79

NOTE NO. 35 - PROVISION FOR WARRANTY

(a) Provision for warranty is made in respect of sale of certain products, the estimated cost of which is accrued at the time of sale. The products are generally covered under a free warranty period ranging from 6 months to 5 years.

(b) The movement in provision for warranty is as follows:

Balance as at April 1	7,000,000	—
Add: Provision made during the year	5,677,413	14,083,468
Less: Utilisation during the year	4,124,765	7,083,468
Balance as at March 31	<u>8,552,648</u>	<u>7,000,000</u>
Out of the above,		
Classified as Non Current	6,752,648	5,600,000
Classified as Current	1,800,000	1,400,000
	<u>8,552,648</u>	<u>7,000,000</u>

NOTE NO. 36 - PREVIOUS YEAR'S FIGURES

Previous year's figures have been regrouped/reclassified wherever necessary to correspond with the current year's classification/disclosure.

For and on behalf of the Board of Directors

Ashok Sharma
Executive Director & CEO

Anand Daga
Director

Nikhilesh Panchal
Director

Vinayak Patil
Director

Sangeeta Prasad
Director

Mayur Bumb
Chief Financial Officer

R. V. Nawghare
Company Secretary

Place : Nashik
Date : April 27, 2015



EPC Industrié Limited

CIN: L25200MH1981PLC025731

Registered Office: Plot No. H-109, MIDC, Ambad, Nashik - 422010

Tel: +91 253 2381081/82 • Fax: +91 253 2382975 • Website: www.epcmahindra.com • Email: info@epcind.com

33rd Annual General Meeting

(To be handed over at the entrance of the Meeting hall)

I/We hereby record my/our presence at the 33rd ANNUAL GENERAL MEETING of the Company on Friday, July 31, 2015 at 2.30 p.m. at the Registered Office of the Company at Plot No. H-109, MIDC Ambad, Nashik-422 010

Full name of the Member (in BLOCK LETTERS) _____	
DP ID: _____	Client ID: _____
Folio No. _____	No. of Shares held: _____
Full name of the Proxy (in BLOCK LETTERS) _____	
(To be filled in if the valid proxy has been duly lodged with the Company)	
Signature of Member/Proxy _____	



EPC Industrié Limited

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ELECTRONIC VOTING PARTICULARS

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

Note: For electronic voting kindly log-on to E-voting website www.evoting.nsdl.com. Please read the instructions given at Note - 'N' of the Notice of 33rd Annual General Meeting carefully before voting electronically.

Form No. MGT-11

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

EPC Industrié Limited

CIN: L25200MH1981PLC025731

Registered Office: Plot No. H-109, MIDC, Ambad, Nashik - 422010

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Name of the member(s) : _____		
Registered address : _____		

E-mail Id : _____	Folio No./Client Id : _____	DP ID : _____

I/We, being the member(s) of _____ Shares of the above named Company, hereby appoint:

1. Name : _____
 Address : _____
 E-mail ID : _____ Signature: _____ , or failing him/her
2. Name : _____
 Address : _____
 E-mail ID : _____ Signature: _____ , or failing him/her
3. Name : _____
 Address : _____
 E-mail ID : _____ 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 **33rd ANNUAL GENERAL MEETING** of the Company, to be held on the **31st day of July, 2015** at 2.30 p.m. at the Registered Office of the Company at Plot No. H-109, MIDC Ambad, Nashik-422 010 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	For	Against
1.	Adoption of the Audited Financial Statement and Reports of the Directors and Auditors.		
2.	Re-appointment of Mr. S Durgashankar who retires by rotation.		
3.	Appointment of Deloitte Haskins & Sells, as the Statutory Auditors of the Company and fixing their remuneration.		
4.	Alteration of Articles of Association pursuant to the provisions of Section 14 and other relevant provisions, if any, of the Companies Act, 2013.		
5.	Commission to Independent Non-Executive Directors of the Company.		
6.	Appointment of Ms. Sangeeta Prasad as Non-Executive Directors of the Company.		
7.	Approval of Remuneration to M/s. Shilpa & Company, Cost Auditors.		

Signed this _____ day of _____ 2015.

Signature of Shareholder _____

Signature of Proxy holder(s) _____

 Affix
 Re. 1/-
 Revenue
 stamp

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

Samriddhi



A Mahindra Group Company

EPC Industrié Limited

Plot No. H - 109, MIDC Ambad, Nashik - 422 010, Maharashtra, India

Tel.: +91 253 2381081 / 82 / 83 Fax : +91 253 2382975

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